

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

## **BEMAX INC.**

625 Silver Oak Drive Dallas, GA 30132

---

404-480-8372

www.bemaxinc.com

admin@bemaxinc.com

SIC Code: 2670

### **Annual Report**

**For the Period Ending: May 31, 2020**  
(the "Reporting Period")

As of May 31, 2020, the number of shares outstanding of our Common Stock was:

1,624,861,767

As of February 28, 2020, the number of shares outstanding of our Common Stock was:

1,624,861,767

As of May 31, 2019, the number of shares outstanding of our Common Stock was:

1,442,873,101

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

Yes:  No:

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

Yes:  No:

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

---

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

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

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

Yes:  No:

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

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

Bemax Inc

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):

Nevada - November 28, 2012, Active

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

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:

None

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

625 Silver Oak Dr. Dallas, GA 30132

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 been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

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

No

---

(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.

## 2) Security Information

Trading symbol: BMXC  
Exact title and class of securities outstanding: Common  
CUSIP: 081360208  
Par or stated value: 0.0001

Total shares authorized: 1,700,000,000 as of date: May 31, 2020  
Total shares outstanding: 1,624,861,767 as of date: May 31, 2020  
Number of shares in the Public Float<sup>2</sup>: 1,611,719,267 as of date: May 31, 2020  
Total number of shareholders of record: 82 as of date: May 31, 2020

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

Trading symbol: \_\_\_\_\_  
Exact title and class of securities outstanding: \_\_\_\_\_  
CUSIP: \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_

### Transfer Agent

Name: Securities Transfer Corporation  
Phone: 469-633-0101  
Email: info@stctransfer.com  
Address: 2901 N Dallas Parkway, Suite 380  
Plano, TX 75093

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

## 3) Issuance History

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

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

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

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

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

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year  
End:

Date June 1, 2018      Opening Balance  
Common: 752,310,468  
Preferred: 90,000,000

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.
6/6/2018	New	35,756,000	common	0.0001	Yes	Crown Bridge Partners, LLC - Seth Ahdoot	Debt	Unrestricted	Rule 144
6/11/2018	New	36,951,294	common	0.0004	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt	Unrestricted	Rule 144
6/29/2018	New	16,939,039	common	0.0002	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
11/14/2018	New	30,000,000	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
11/28/2018	New	100,081	preferred	0.0001	no	Ayobola Olufisayo Gbadero	service	Unrestricted	Rule 144
12/3/2018	New	40,000,000	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
12/14/2018	New	45,000,000	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
12/26/2018	New	45,500,000	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
1/10/2019	New	50,000,000	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
3/1/2019	New	52,500,000	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
4/1/2019	New	99,888,000	common	0.0017	Yes	Livingston Asset Management - Stephen Hicks	Debt	Unrestricted	Rule 144
5/8/2019	New	114,351,000	common	0.0017	Yes	Livingston Asset Management - Stephen Hicks	Debt	Unrestricted	Rule 144
5/13/2019	New	68,577,300	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
5/31/2019	New	55,100,000	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al	Debt	Unrestricted	Rule 144

						Sollami			
6/10/2019	New	63,322,666	common	0.0001	Yes	Auctus Fund, LLC - Lou Posner and Al Sollami	Debt	Unrestricted	Rule 144
6/10/2019	New	118,666,000	common	0.0001	Yes	Livingston Asset Management - Stephen Hicks	Debt	Unrestricted	Rule 144
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending Balance:</u>									
Date <u>May 31, 2020</u>		Common: <u>1,624,861,767</u>							
		Preferred: <u>90,100,081</u>							

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

\_\_\_\_\_

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

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>3/27/2017</u>	<u>64,084</u>	<u>125,000</u>	<u>19,527</u>	<u>12/27/2017</u>	<u>See note below.</u>	<u>JSJ Investments, Inc - Sameer Harji</u>	<u>Loan</u>
<u>3/24/2017</u>	<u>101,620</u>	<u>114,000</u>	<u>26,593</u>	<u>3/20/2018</u>	<u>See note below.</u>	<u>Crown Bridge Partners, LLC - Seth Ahdoot</u>	<u>Loan</u>
<u>4/4/2017</u>	<u>101,040</u>	<u>145,000</u>	<u>8,083</u>	<u>12/31/2017</u>	<u>See note below.</u>	<u>Auctus Fund, LLC - Lou Posner and Al Sollami</u>	<u>Loan</u>
<u>6/2/2017</u>	<u>82,800</u>	<u>132,000</u>	<u>21,376</u>	<u>6/2/2018</u>	<u>See note below.</u>	<u>GS Capital Partners, LLC - Gabe Sayegh</u>	<u>Loan</u>
<u>8/3/2017</u>	<u>60,000</u>	<u>60,000</u>	<u>13,570</u>	<u>5/3/2018</u>	<u>See note below.</u>	<u>JSJ Investments, Inc</u>	<u>Loan</u>

						- Sameer Harji	
<u>10/19/2017</u>	<u>36,200</u>	<u>36,200</u>	<u>7,570</u>	<u>7/19/2018</u>	<u>See note below.</u>	<u>Einstein Investments</u> <u>- Kevyn Green</u>	<u>Loan</u>

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

NOTE: The company is party to several convertible promissory notes. Management has determined that the note holders have violated Section 15(a)(1) of the Securities Exchange Act of 1934, by acting as unregistered securities dealers by converting the convertible notes into Bemax stock and then selling such stock in the public market. All further request for conversions will be denied.

#### 4) Financial Statements

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

- U.S. GAAP  
 IFRS

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

Name: Rachel Boulds  
Title: CPA  
Relationship to Issuer: Service provider

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

- C. Balance sheet;  
D. Statement of income;  
E. Statement of cash flows;  
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)  
G. Financial notes; and  
H. Audit letter, if audited

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

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

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

---

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

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

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

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

We export and distribute Disposable Baby Diapers and household products from U.S. and Canada, and Asia and distribute globally. We also export from manufacturers from Asia and distribute to other parts of Africa. We have generated minimal revenues. We maintain our statutory registered agent's office at 5348 Vegas Drive, Las Vegas, NV 89108. Our telephone number is 404-480-8372.

### Business Development

Our business continues is focus on expanding current distribution networks for our private labels. The company is positioning to attract more distributors for our products with competitive pricing through lower overhead cost. We continue to invest in the ecommerce space to attract loyal customers and expand within our markets. We continue to develop new channels of distribution as the company grows. Bemax plan to become a globally known brand may be pushed forward by entering into contracts with the numerous major wholesale distributors throughout our growing markets.

On April 29, 2018, the company filed for trademark with the U.S. Patent & Trademark Office for its brand of Mothers Touch disposable diaper. On September 25, 2018, the company trademark was published in the Trademark Official Gazette. On December 11, 2018, the company received official trademark registration of its brand of Mother's Touch from the U.S. Patent and Trademark Office.

On April 1, 2020, the company began the distribution of Personal Protective Equipment (PPE). The company introduced its Modenna brand private label face mask and distributed within the United States, Puerto Rico and Canada. The company also distribute Nitrile Glove primarily to the Canadian Market. The company continue to expand its distribution network of personal protective equipment.

The Company is working on several business development and projects to increase business and revenue generation in 2018 and beyond, including but not limited to: launching new private label products, positioning to expand our distribution capacity in 2021 into the technology industry through distribution of wireless routing equipment, and extended distribution of new and existing Bemax private label products. There can be no assurance that these will be successful in generating revenues in 2019 and beyond. Furthermore, the company is currently working to install one production line for the production of Made-In- America face masks.

### Revenue

The Company's revenues will be the difference between what we charge our clients for our products and what we pay for our Disposable Diapers suppliers and/or manufacturers, and as well as current manufacturers of our protective face masks.

### Intellectual Property

We have no intellectual property except we own the trademark to our private label brand of Mother's Touch and our own domain address which signifies our online presence. Our trade name is our company name which is legally incorporated in the state of Nevada. Our company name is also our trade name.

B. Please list any subsidiaries, parents, or affiliated companies.

There are currently no subsidiaries, or affiliated companies.

C. Describe the issuers' principal products or services.

We distribute private label Disposable Diapers from North America to distributors and wholesalers globally. Disposable diapers are widely used alternative disposable material for parents of babies and children not toilet trained. Diapers are made of synthetic disposable materials. Disposable diapers contain absorbent chemicals and are thrown away after use. Disposable diapers are primarily worn by children who are not yet potty trained or experience bed wetting. Disposable baby diapers are constructed in three layers, an inner layer that sits against baby's skin is designed to be soft, stay relatively dry, and wick away moisture into the core. The absorbent core is designed to pull moisture in and trap it to keep wetness away from the baby to avoid rashes. The outer layer is waterproof to prevent leaks.

**Sizes**

Disposable diapers range in size from Newborn to Size 6, which accommodates an over 35 lbs child. The normal size weight ranges are: -Up to ten pounds: newborn, 8 to 15 pounds: Size 1-2, 16 to 28 pounds: Size 3, 22 to 37 pounds: Size 4, 27 plus pounds: Size 5, Over 35 pounds:

**Business Strategy**

The company strategy includes expansion of distribution network, continuous introduction of new products and entering into other distribution areas with significant opportunity for revenue, and retain customers by providing products that add value in terms of price, quality, safety, availability and functionality, and are supported by a dedicated, well-trained team. This shall be important to the successful implementation of our overall strategy and hence the need to ensure we are focused and working harmoniously towards attainment of these goals and objectives. We intend to continue focusing on satisfying our core markets in North America, East, South and West Africa.

We intend to focus on delivering quality products at affordable prices that in turn will expand sales, which can then generate sustainable revenue. We continue to build image and awareness through consistency and distinctiveness in our order fulfillment.

**6) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

Our executive and administrative offices are located at 625 Silver Oak Drive, Dallas, GA 30132. Our corporate mailing address is 5348 Vegas Drive, Las Vegas, NV 89108. The property is not own by the company and is currently being leased from a third-party entity on an annual basis. The company has the option to renew the lease annually.

**7) Company Insiders (Officers, Directors, and Control Persons)**



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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Taiwo Aimasiko</u>	<u>CEO, 5% owner</u>	<u>Dallas, GA</u>	<u>40,000,000</u>	<u>Series C preferred</u>	<u>100%</u>	_____
<u>Taiwo Aimasiko</u>	<u>CEO, 5% owner</u>	<u>Dallas, GA</u>	<u>50,000,000</u>	<u>Series B preferred</u>	<u>99.8%</u>	_____
<u>Taiwo Aimasiko</u>	<u>CEO, 5% owner</u>	<u>Dallas, GA</u>	<u>7,000,000</u>	<u>common</u>	<u>0.43%</u>	_____
_____	_____	_____	_____	_____	_____	_____

## 8) Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

No

## 9) Third Party Providers

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

### Securities Counsel

Name: Carl A. Generes  
Firm: Carl A Generes Law Office  
Address 1: 4358 Shady Bend Drive  
Address 2: Dallas, Texas 75244  
Phone: 214.352.8674  
Email: cgeneres@genereslaw.com

## 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, Taiwo Aimasiko certify that:

1. I have reviewed this annual disclosure statement of Bemax 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.

March 4, 2021 [Date]

/s/ Taiwo Aimasiko [CEO's Signature]

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

*Principal Financial Officer:*

I, Taiwo Aimasiko certify that:

1. I have reviewed this annual disclosure statement of Bemax 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.

March 4, 2021 [Date]

/s/ Taiwo Aimasiko [CFO's Signature]

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

**BEMAX INC**  
**Balance Sheets**  
**(Unaudited)**

	May 31, 2020	May 31, 2019
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 1,590	\$ -
<b>Total Assets</b>	<b>\$ 1,590</b>	<b>\$ -</b>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current Liabilities:		
Accounts payable	109,882	109,882
Accrued interest	88,861	57,000
Accruals - related party	99,000	81,000
Convertible loans	445,744	649,413
Loans - related party	23,246	24,146
<b>Total current liabilities</b>	<b>766,733</b>	<b>921,441</b>
<b>Total Liabilities</b>	<b>766,733</b>	<b>921,441</b>
<b>STOCKHOLDERS' DEFICIT:</b>		
Preferred stock series A, \$0.0001 par value, 25,000,000 shares authorized; no shares	-	-
Preferred stock series B, \$0.0001 par value, 50,000,000 shares authorized; 50,100,081 shares issued and outstanding	5,010	5,010
Preferred stock series C, \$0.0001 par value, 40,000,000 shares authorized; 40,000,000 shares issued and outstanding	4,000	4,000
Common stock, \$0.0001 par value, 1,700,000,000 shares authorized; 1,624,861,767 and 1,442,873,101 shares issued and outstanding, respectively	162,486	144,287
Common stock payable	8,000	8,000
Additional paid-in capital	2,447,161	2,257,892
Accumulated deficit	(3,391,800)	(3,340,630)
<b>Total Deficit</b>	<b>(765,143)</b>	<b>(921,441)</b>
<b>Total Liabilities and Stockholders' Deficit</b>	<b>\$ 1,590</b>	<b>\$ -</b>

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

**BEMAX INC.**  
**Statements of Operations**  
**(unaudited)**

	For the Years Ended	
	May 31,	
	2020	2019
Revenue	\$ 77,056	\$ -
Cost of goods sold	62,161	-
Gross margin	14,895	-
<b>Operating Expenses:</b>		
Professional fees	-	8,500
Management fees	12,000	12,000
General and administrative	18,405	300,061
Total Operating Expenses	30,405	320,561
Loss from operations	(15,510)	(320,561)
<b>Other Income (Expense):</b>		
Interest expense	(35,660)	(30,349)
Change in fair value of derivative	-	1,293,930
Loss on asset impairment	-	(736,800)
Total other (expense) income	(51,170)	526,781
Net (loss) income	\$ (51,170)	\$ 206,220
Loss (income) per share, basic and diluted	\$ (0.00)	\$ 0.00
Weighted average number of shares outstanding, basic and diluted	1,621,415,296	974,370,533

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

**BEMAX INC**  
**Statement of Stockholders' Equity (Deficit)**  
**(unaudited)**

	Series C Preferred Stock		Series B Preferred Stock		Common Stock		Additional	Stock	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Payable	Deficit	
Balance at May 31, 2018	40,000,000	\$ 4,000	50,000,000	\$ 5,000	752,310,468	\$ 75,231	\$ 1,932,181	\$ 8,000	\$ (3,546,850)	\$ (1,522,438)
Shares issued for services	-	-	100,081	10	-	-	(10)	-	-	-
Stock issued for the conversion of debt	-	-	-	-	690,562,633	69,056	325,721	-	-	394,777
Net income	-	-	-	-	-	-	-	-	206,220	206,220
Balance at May 31, 2019	40,000,000	4,000	50,100,081	5,010	1,442,873,101	144,287	2,257,892	8,000	(3,340,630)	(921,441)
Stock issued for the conversion of debt	-	-	-	-	181,988,666	18,199	189,269	-	-	207,468
Net income	-	-	-	-	-	-	-	-	(51,170)	(51,170)
Balance at May 31, 2020	<u>40,000,000</u>	<u>\$ 4,000</u>	<u>50,100,081</u>	<u>\$ 5,010</u>	<u>1,624,861,767</u>	<u>\$ 162,486</u>	<u>\$ 2,447,161</u>	<u>\$ 8,000</u>	<u>\$ (3,391,800)</u>	<u>\$ (765,143)</u>

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

**BEMAX INC.**  
**Statements of Cash Flows**  
**(unaudited)**

	For the Years Ended May 31,	
	2020	2019
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net (loss) income	\$ (51,170)	\$ 206,220
Adjustments to reconcile net (loss) income to net cash provided by (used) in operating activities:		
Change in fair value of derivative	-	(1,293,930)
Loss on settlement of convertible debt	-	82,800
Loss on asset impairment	-	736,800
Changes in Operating Assets and Liabilities:		
Prepays	-	3,042
Inventory	-	194,643
Accounts payable	-	(1,951)
Accrued interest	35,660	40,348
Accruals, related party	18,000	18,000
Net Cash provided by (Used) in Operating Activities	<u>2,490</u>	<u>(14,028)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
(Payments) proceeds from a related party	(900)	12,709
Net Cash (Used) Provided by Financing Activities	<u>(900)</u>	<u>12,709</u>
NET DECREASE IN CASH	1,590	(1,319)
CASH AT BEGINNING OF YEAR	-	1,319
CASH AT END OF YEAR	<u>\$ 1,590</u>	<u>\$ -</u>
<b><u>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</u></b>		
Cash paid during period for:		
Interest	\$ -	\$ -
Income Taxes	\$ -	\$ -
Non-Cash Financing Activities:		
Common stock issued for debt	<u>\$ 207,468</u>	<u>\$ 394,777</u>

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

**BEMAX INC.**  
**Notes to the Unaudited Financial Statements**  
**May 31, 2020**  
**(Unaudited)**

---

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

BEMAX INC. (“The Company”) was incorporated in the State of Nevada on November 28, 2012 to engage in the business of exporting disposable baby diapers manufactured in the United States and then distributing them throughout Europe and South Africa.

**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”). The Company’s Year End is May 31.

*Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

*Concentrations of Credit Risk*

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. We believe we are not exposed to any significant credit risk on cash.

*Cash equivalents*

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the year ended May 31, 2020 or 2019.

*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 (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 observable 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 approximates the fair value of such instruments based upon management’s best estimate of interest rates that would be available to the Company for similar financial arrangements at May 31, 2020 and 2019.



### Income Taxes

The Company follows ASC 740-10-30, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal 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 the Statements of Income in the period that includes the enactment date.

On December 22, 2017, the Tax Cuts and Jobs Act (TCJA) was signed into law by the President of the United States. TCJA is a tax reform act that among other things, reduced corporate tax rates to 21 percent effective January 1, 2018. FASB ASC 740, Income Taxes, requires deferred tax assets and liabilities to be adjusted for the effect of a change in tax laws or rates in the year of enactment, which is the year in which the change was signed into law. Accordingly, the Company adjusted its deferred tax assets and liabilities at December 31, 2017, using the new corporate tax rate of 21 percent.

The Company adopted ASC 740-10-25 ("ASC 740-10-25") with regard to uncertainty income taxes. ASC 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740-10-25, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. ASC 740-10-25 also provides guidance on derecognition, classification, interest and penalties on income taxes, and accounting in interim periods and requires increased disclosures. We had no material adjustments to our liabilities for unrecognized income tax benefits according to the provisions of ASC 740-10-25.

### Revenue Recognition

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

### Stock-Based Compensation

We account for equity-based transactions with nonemployees under the provisions of ASC Topic No. 505-50, *Equity-Based Payments to Non-Employees* ("ASC 505-50"). ASC 505-50 establishes that equity-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The fair value of common stock issued for payments to nonemployees is measured at the market price on the date of grant. The fair value of equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize the fair value of the equity instruments issued as deferred stock compensation and amortize the cost over the term of the contract.

### Basic and Diluted Net (Loss) per 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.

#### Recent 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 accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has had minimal revenue and has an accumulated deficit of \$3,391,800 as of May 31, 2020. The Company requires capital for its contemplated operational and marketing activities. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future, loans from officers/directors and/or private placement of common stock. Obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

#### **NOTE 4 - RELATED PARTY TRANSACTIONS**

The President of the Company provides management fees and office premises to the Company for a fee of \$1,500 per month, the right to which the President has agreed to assign to the Company until such a time as the Company closes on an Equity or Debt financing of not less than \$750,000. The assigned rights are valued at \$1,000 per month for rent and \$500 for executive compensation. As of May 31, 2020, and 2019, there is \$99,000 and \$81,000 accrued for these fees, respectively.

As of May 31, 2020 and 2019, there are loans from the majority shareholder and related party of \$23,246 and \$24,146, respectively. These loans were made in order to assist in meeting general and administrative expenses. These advances are unsecured, due on demand and non-interest bearing.

#### **NOTE 5 - STOCKHOLDER'S EQUITY**

On October 10, 2017, the Company executed an Agreement for IR Services. The agreement is for six months and requires a fee of 10 million shares of common stock. The first 5,000,000 shares of common stock are required upon the execution of the agreement and were granted by the Board of Directors on October 10, 2017. The next 2.5 million shares are due in thirty days and the remaining 2.5 million, thirty days after that. The Company issued the 5,000,000 shares valued at \$0.0023 per share for total non-cash expense of \$11,500. On November 10, 2017, the Company issued another 2,500,000 shares of common stock valued at \$0.0022 per share for total non-cash expense of \$5,500. On December 10, 2017, the Company issued the last 2,500,000 shares of common stock valued at \$0.001 per share for total non-cash expense of \$2,500. As of May 31, 2020, 5,000,000 of the shares have not yet been issued by the transfer agent; therefore, they have been credited to the stock payable account.

During the year ended May 31, 2019, the Company converted \$394,777 of principal and interest, into 690,562,633 shares of common stock.

During the year ended May 31, 2020, the Company converted \$207,468 of principal and interest, into 181,988,666 shares of common stock.

#### **NOTE 6 – PREFERRED STOCK**

On January 23, 2017, the Board of Directors designated a series of preferred stock titled Series B Preferred Stock consisting of 50,000,000 shares with a \$0.0001 par value. Each share of Series B preferred stock has voting rights of 10 votes per share, and will vote alongside the common stock, not as a separate class. Each share of preferred stock can be converted into three shares of common stock at any time after a one-year anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series B B preferred stock have no liquidation rights.

On October 24, 2017, the Company amended its Articles of Incorporation increasing the authorized issue of preferred stock from 50,000,000 to 100,000,000. The par value remains the same at \$0.0001 per share.

On January 24, 2017, the Company allowed Taiwo Aimasiko, its CEO to retire 150,000,000 shares of common stock in exchange for 50,000,000 Series B preferred shares.

On November 28, 2018, the Company issued 100,081 Series B preferred shares for services.

On January 8, 2018, the Company amended and restated its Articles of Incorporation to designate 40,000,000 of the 100,000,000 shares of Preferred Stock as Series C Preferred Stock. Each share of Series C preferred stock has voting rights of 40 votes per share, and will vote alongside the common stock, not as a separate class. Each share of preferred stock can be converted into one share of common stock at any time after a one-year anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series C preferred stock have no liquidation rights.

On January 10, 2018, the Company allowed Taiwo Aimasiko, its CEO to retire 40,000,000 shares of common stock in exchange for 40,000,000 Series C preferred shares.

On June 19, 2018, the Company amended and restated its Articles of Incorporation to designate 25,000,000 shares of Preferred Stock as Series A Preferred Stock. Each share of Series A preferred stock has voting rights of one vote per share, and will vote alongside the common stock, not as a separate class. Each share of preferred stock can be converted into six shares of common stock at any time after a 180 day anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series C preferred stock have no liquidation rights.

#### NOTE 7 - CONVERTIBLE LOANS

The company is party to several convertible promissory notes. Management has determined that the note holders have violated Section 15(a)(1) of the Securities Exchange Act of 1934, by acting as unregistered securities dealers by converting the convertible notes into Bemax stock and then selling such stock in the public market. All further request for conversions will be denied.

A summary of outstanding convertible notes as of May 31, 2020 and 2019 is as follows:

Note Holder	Issue Date	Maturity Date	Stated Interest Rate	Principal Balance 5/31/2019	Conversions	Principal Balance 5/31/2020
Crown Bridge Partners, LLC	3/20/2017	03/20/2018	8%	101,620	-	101,620
JSJ Investments, Inc.	3/27/2017	12/22/2017	8%	64,084	-	64,084
Auctus Fund, LLC	4/4/2017	12/30/2017	8%	101,199	(159)	101,040
GS Capital Partners, LLC	6/2/2017	6/2/2018	8%	82,800	-	82,800
JSJ Investments	8/3/2017	5/3/2018	8%	60,000	-	60,000
Einstein Investments	10/19/2017	7/19/2018	8%	36,200	-	36,200
Livingston Asset Management				203,510	(203,510)	-
Total				<u>\$ 649,413</u>	<u>\$ (203,669)</u>	<u>\$ 445,744</u>

#### NOTE 8 — INCOME TAX

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cut and Jobs Act (the "Tax Act"). The Tax Act establishes new tax laws that affects 2018 and future years, including a reduction in the U.S. federal corporate income tax rate to 21% effective January 1, 2018.

The provision for Federal income tax consists of the following at May 31:

	2020	2019
Federal income tax benefit attributable to:		

Current Operations	\$ (10,750)	\$ 43,300
Less: valuation allowance	<u>10,750</u>	<u>(43,300)</u>
Net provision for Federal income taxes	<u>\$ —</u>	<u>\$ —</u>

The cumulative tax effect at the expected rate of 21% of significant items comprising our net deferred tax amount is as follows at May 31:

	<u>2020</u>	<u>2019</u>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 712,300	\$ 701,500
Less: valuation allowance	<u>(712,300)</u>	<u>(701,500)</u>
Net deferred tax asset	<u>\$ —</u>	<u>\$ —</u>

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

ASC Topic 740 provides guidance on the accounting for uncertainty in income taxes recognized in a company's financial statements. Topic 740 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operations in the provision for income taxes. As of May 31, 2020, the Company had no accrued interest or penalties related to uncertain tax positions.

#### **NOTE 9 - SUBSEQUENT EVENTS**

In accordance with ASC 855-10, *Subsequent Events*, the Company analyzed its operations subsequent to May 31, 2020, through the date the financial statements were available to be issued and has determined that there are no material subsequent events to disclose in these financial statements.