UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **February 29, 2020**

☐ Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to_____

Commission File Number: **333-207163**

MOMENTOUS HOLDINGS CORP.
(Exact name of registrant as specified in its charter)

Nevada	**7900**	**32-0471741**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

32 Curzon Street, London, W1J 7WS, United Kingdom
(address of principal executive offices)

Registrant's telephone number, including area code: **+44 203 871 3051**

IncSmart.biz, Inc.
4264 Lady Burton St.
Las Vegas, NV 89129
(Name and address of agent for service of process)

Securities registered pursuant to Section 12(g) of the Act: - NONE

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock: $0.001 par value	MMNT	Other OTC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

☐ Large accelerated filer
☒ Non-accelerated filer
☐ Accelerated filer
☒ Smaller reporting company
☒ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 34,165,000 shares as of July 9, 2020.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Momentous Holdings Corp. and Subsidiaries
Consolidated Balance Sheets (unaudited)

	February 29, 2020	May 31, 2019
ASSETS		
Current Assets:		
Cash	7,555	4,840
Accounts receivable	12,573	17,309
Accounts receivable from related party	1,606	2,238
Prepaid expenses and other	10,044	3,484
Total Current Assets	$ 31,778	$ 27,871
Intangible asset	48,789	48,125
Property and Equipment, net of accumulated depreciation of $3,359 and $1,971, respectively	6,637	1,899
TOTAL ASSETS	$ 87,204	$ 77,895
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	49,438	10,470
Due to related parties	174,149	96,615
Convertible note payable, net of unamortized discount of $82,767	12,459	–
Derivative liability	79,800	–
Other short term borrowings	18,601	17,424
Other accrued expenses and liabilities	88,918	59,914
Total Current Liabilities and Total Liabilities	$ 423,365	$ 184,423
Stockholders' Deficit		
Common stock, $0.001 par value, 75,000,000 shares authorized; 34,165,000 and 34,115,000 shares issued and outstanding as of February 29, 2020 and May 31, 2019, respectively	34,165	34,115
Additional paid-in capital	28,257	7,807
Accumulated deficit	(397,445)	(152,605)
Accumulated other comprehensive (deficit)/income	(1,138)	4,155
Total Stockholders' Deficit	(336,161)	(106,528)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 87,204	$ 77,895

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

Momentous Holdings Corp. and Subsidiaries
Consolidated Statements of Operations and Others Comprehensive Loss (unaudited)

	Three Months Ended February 29, 2020 (Successor)	Three Months Ended February 28, 2019 (Successor)	Nine Months Ended February 29, 2020 (Successor)	August 1, 2018 through February 28, 2019 (Successor)	June 1, 2018 through July 31, 2018 (Predecessor)
Revenues					
Sales	$ 35,026	$ 25,638	$ 144,458	$ 83,026	$ 23,938
Sales to related party	–	–	–	1,963	2,129
	35,026	25,638	144,458	84,989	26,067
Cost of goods sold	(34,823)	(25,750)	(113,241)	(68,542)	(22,559)
Gross Profit	203	(112)	31,217	16,447	3,508
Operating Expenses					
General and administrative expenses	(164,846)	(37,698)	(282,876)	(125,794)	(26,949)
Selling and distribution expenses	(1,090)	(1,329)	(3,676)	(2,737)	(409)
Total Operating Expenses	(165,936)	(39,027)	(286,552)	(128,531)	(27,358)
Operating Loss	(165,733)	(39,139)	(255,335)	(112,084)	(23,850)
Other income/(expense)	(12,809)	6,718	(3,087)	10,732	2,681
Gain on change in fair value of derivative liability	15,200	–	15,200	–	–
Interest expense	(174)	(203)	(1,618)	(383)	–
Loss before income taxes	(163,516)	(32,624)	(244,840)	(101,735)	(21,169)
Income Taxes	–	–	–	–	–
Net Loss	$ (163,516)	$ (32,624)	$ (244,840)	$ (101,735)	$ (21,169)
Other Comprehensive Income					
Foreign currency translation adjustment	3,262	(4,570)	(5,293)	(796)	2,819
Total Comprehensive Loss	$ (160,254)	$ (37,194)	$ (250,133)	$ (102,531)	$ (18,350)
Net Loss per Share: Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)	$ (211.69)
Weighted Average Number of Shares Outstanding: Basic and Diluted	34,165,000	29,638,958	34,150,073	20,828,656	100

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

Momentous Holdings Corp. and Subsidiaries
Consolidated Statements of Stockholders' Deficit (unaudited)

	Common Stock		Additional Paid-in	Accumulated	Accumulated Other Comprehensive	Total Stakeholders'
	Shares	Amount	Capital	Deficit	Loss	Deficit
PREDECESSOR						
Balance, May 31, 2018	100	$ 129	–	$ (31,725)	$ 363	$ (31,233)
Net loss	–	–	–	(21,169)	–	(21,169)
Foreign currency translation adjustment	–	–	–	–	2,819	2,819
Balance, July 31, 2018	100	$ 129	$ –	$ (52,894)	$ 3,182	$ (49,583)
SUCCESSOR						
Balance, July 31, 2018	15,750,000	15,750	(15,750)	(14,725)	(313)	(15,038)
Net loss	–	–	–	(52,812)	–	(52,812)
Foreign currency translation adjustment	–	–	–	–	1,931	1,931
Balance, August 31, 2018	15,750,000	15,750	(15,750)	(67,537)	1,618	(65,919)
Net loss	–	–	–	(16,299)	–	(16,299)
Foreign currency translation adjustment	–	–	–	–	1,843	1,843
Balance, November 30, 2018	15,750,000	$ 15,750	$ (15,750)	$ (83,836)	$ 3,461	$ (80,375)
Net loss	–	–	–	(32,624)		(32,624)
Foreign currency translation adjustment	–	–	–	–	(4,570)	(4,570)
Issuance of common stock for cash	20,000	20	9,980	–	–	10,000
Reverse recapitalization	18,245,000	18,245	(36,323)	–	–	(18,078)
Balance, February 28, 2019	34,015,000	34,015	(42,093)	(116,460)	(1,109)	(125,647)
Balance, May 31, 2019	34,115,000	34,115	7,807	(152,605)	4,155	(106,528)
Net loss	–	–	–	(25,554)	–	(25,554)
Issuance of common stock for cash	40,000	40	14,960	–	–	15,000
Foreign currency translation adjustment	–	–	–	–	509	509
Balance, August 31, 2019	34,155,000	34,155	22,767	(178,159)	4,664	(116,573)
Net loss	–	–	–	(55,770)	–	(55,770)
Issuance of common stock for services provided	10,000	10	5,490	–	–	5,500
Foreign currency translation adjustment	–	–	–	–	(9,064)	(9,064)
Balance, November 30, 2019	34,165,000	$ 34,165	$ 28,257	$ (233,929)	$ (4,400)	$ (175,907)
Net loss	–	–	–	(163,516)	–	(163,516)
Foreign currency translation adjustment	–	–	–	–	3,262	3,262
Balance, February 29, 2020	34,165,000	34,165	28,257	(397,445)	(1,138)	(336,161)

Momentous Holdings Corp. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

	Nine Months Ended February 29, 2020	August 1, 2018 through February 28, 2019	June 1, 2018 through July 31, 2018
	(Successor)	(Successor)	(Predecessor)
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (244,840)	$ (101,735)	$ (21,169)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization of assets	1,388	1,353	265
Loss on goodwill impairment	–	49,581	–
Gain on change in fair value of derivative liability	(15,200)	–	–
Amortization of debt discount	12,233	–	–
Interest payable on convertible note payable	226	–	–
Issue of common stock for services	5,500	–	–
Changes in assets and liabilities:			
Accounts payable	38,968	10,345	747
Accounts receivable – third party	4,736	15,389	(6,276)
Accounts receivable – related party	632	3,688	8,006
Prepaid expenses	(6,560)	(325)	1,239
Accrued expenses	12,835	(1,543)	155
Taxes payable	16,169	1,772	5,107
Net cash used in operating activities	(173,913)	(21,475)	(11,926)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(6,179)	(1,474)	(3,179)
Net cash used in investing activities	(6,179)	(1,474)	(3,179)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from the sale of common stock	15,000	10,000	–
Proceeds from convertible note payable	95,000	–	–
Overdraft advanced	3,569	–	7,481
Loans advanced	–	11,573	–
Loans repaid	(2,392)	(6,257)	–
Related party loans advanced	76,871	21,472	–
Net cash provided by financing activities	188,048	36,788	7,481
Effect of exchange rate changes on cash	(5,241)	(8,343)	2,821
Changes in cash	2,715	5,496	(4,803)
Cash at beginning of period	4,840	198	4,803
Cash at end of period	$ 7,555	$ 5,694	$ –
Significant Non-Cash Investing and Financing Transactions			
Common stock issued in reverse merger, net of cash received	$ –	$ 18,078	$ –
Derivative liability from convertible debt	$ 95,000	$ –	$ –

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

Momentous Holdings Corp.
Notes to the Financial Statements
February 29, 2020
(Unaudited)

NOTE 1 – ORGANIZATION, DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

We were incorporated as Momentous Holdings Corp., ("the Company"), on May 29, 2015 in the State of Nevada for the purpose of designing, acquiring and developing mobile apps and mobile software for download by end consumers.

On August 1, 2018, V Beverages Limited ("V Beverages") acquired MaxChater Ltd. ("MaxChater") for £1 ($1). MaxChater is the operating entity in the transaction and is therefore viewed as the predecessor entity for financial reporting purposes, and V Beverages is viewed as the successor entity. The acquisition of MaxChater by V Beverages was accounted for using the acquisition method of accounting, and the excess of the consideration paid over the net liabilities acquired, representing goodwill on acquisition, was fully impaired at the date of the transaction, as further described in the Company's recently filed Form 10-K.

On December 31, 2018, the Company entered into a Share Exchange Agreement with Andrew Eddy ("Owner"), an individual residing in Great Britain and owner of 100% of the issued and outstanding capital shares of V Beverages, a company organized under the laws of the United Kingdom (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Company acquired 100% of the issued and outstanding capital shares of V Beverages (the "Target Shares"). Upon the closing of the transaction under the Share Exchange Agreement, the Owner transferred the Target Shares to the Company in exchange for 15,750,000 shares of the Company's common stock, par value $0.001. The board members of the Company were replaced with those of V Beverages at the date of the transaction.

The transaction has been accounted for as a reverse merger and recapitalization, whereby V Beverages is considered to be the accounting acquirer and became a wholly-owned subsidiary of the Company. V Beverages is considered to be the accounting acquirer following the replacement of the Momentous Holdings Corp. board and management by V Beverages management and board member. Following the reverse merger we ceased operations of our app, the original business of the Company.

The consolidated financial statements for the period ended February 29, 2020 and as of that date (successor) comprise the financial statements of Momentous Holdings Corp., together with the financial statements of V Beverages and MaxChater for the nine (9) month period from June 1, 2019 to February 29, 2020.

The financial statements for the three (3) month period ended February 28, 2019 (successor) comprise the financial statements of V Beverages and MaxChater for the period from December 1, 2018 to February 28, 2019 and Momentous Holdings Corp. for the period from December 31, 3018 to February 28, 2019.

The financial statements for the seven (7) month period ended February 28, 2019 (successor) comprise the financial statements of V Beverages and MaxChater for the period from August 1, 2018 to February 28, 2019 and Momentous Holdings Corp. for the period from December 31, 3018 to February 28, 2019.

The financial statements for the two (2) month period ended July 31, 2018 (predecessor – separated by black bar) comprise the financial statements of MaxChater for the period from June 1, 2018 to July 31, 2018.

These unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto for the period ended May 31, 2019 contained in the Company's Form 10-K filed with the Securities and Exchange Commission on December 18, 2019.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the period ended May 31, 2019, as reported in the Company's Form 10-K, have been omitted.

NOTE 2 - GOING CONCERN

The accompanying 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 had a working capital deficit of $391,587, a total stockholders' deficit of $336,161 and an accumulated deficit of $397,445 as of February 29, 2020 (successor).

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations to repay its liabilities arising from normal business operations as they become due. Details of the Company's debt are set out in note 4.

Following the completion of the 10-K for the year ended May 31, 2019, management raised funds in order to provide working capital for the immediate future and on January 13, 2020 issued a Convertible Promissory Note, details of which are set out in note 4.

The ongoing coronavirus pandemic has had a significant impact on the ability of the Company to continue as a going concern and further details are set out in note 8 'Subsequent Events'.

These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the financial statements of Momentous Holdings Corp, together with the financial statements of V Beverages and MaxChater, presented in accordance with the basis of presentation footnote. All significant intercompany balances and transactions have been eliminated in full.

Fair value of financial instruments

The carrying amounts reflected in the balance sheets for cash, accounts receivable, accounts payable and related party payables approximate the respective fair values due to the short maturities of these items. The Company does not hold any investments that are available-for-sale.

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

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: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;
Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The embedded conversion feature in the Convertible Note Payable that the Company issued on January 13, 2020, that became convertible during the three (3) month period ended February 29, 2020 (successor), qualifies as a derivative instrument due to a Low-Priced Security adjustment feature in the Note related to the increased volatility, potential lack of liquidity, and increased transaction costs that arise if and when the Trading Price of the Company's common stock falls or is below certain levels at any point during the 20 Trading Days prior to the Conversion Date.

The valuation of the derivative liability was determined through the use of a Black Scholes option-pricing model (See note 4).

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board or other standard setting bodies that may have an impact on the Company's accounting and reporting. The Company believes that such recently issued accounting pronouncements and other authoritative guidance for which the effective date is in the future will not have an impact on its accounting or reporting or that such impact will not be material to its financial position, results of operations and cash flows when implemented.

NOTE 4 - DEBT

Short term borrowings

Short term borrowings from related parties as of February 29, 2020 (successor) were unsecured and include an amount of $48,789 due in respect of the purchase of the 'Victory' brand acquired in November 2017. This balance was due for repayment in two equal installments by August 2, 2019 without interest, however the terms of the credit note have been extended until August 31, 2020.

The total amount loaned to the Company by the directors was $125,360 as of February 29, 2020, comprising $38,895 loaned in the prior year and additional loans made during the nine (9) month period ended February 29, 2020.

The total amounts loaned to the company by related parties as of February 29, 2020 was therefore $174,149. The loans are unsecured, interest-free and have no fixed repayment terms.

On August 2, 2019, the Company entered into a new £20,000 ($24,250) bank overdraft facility with an effective rate of 12.22 per cent per annum which is personally guaranteed by one of the Company's directors. The Facility does not have a fixed or minimum duration but may be cancelled by the bank at any time. As of February 29, 2020 the Company had drawn $18,601 from the overdraft facility.

Convertible note payable

On January 13, 2020, the Company issued a Convertible Note Payable in the principal amount of $250,000 (the "Note") to a venture capital firm with offices in New York, New York (the "Holder"). Per the terms of the Note, the principal amount of the Note shall accrue interest at the rate of ten percent (10%) per annum. The Note matures on January 13, 2021 and includes various rates of penalties for earlier repayment but is otherwise unsecured. The Note is convertible, at the Holder's sole discretion, into shares of the Company's common stock at a fixed price of $0.25 per share. The Holder is restricted from exercising its right to convert any portion of the Note if such conversion would result in the number of shares of the Company's common stock received from such conversion plus the number of such shares beneficially owned by the Holder and its affiliates on the date of conversion equaling or exceeding more than 9.9% of the outstanding shares of the Company's common stock.

The Conversion Price is subject to Low-Priced Security adjustments due to, but not limited to, the increased volatility, potential lack of liquidity, and increased transaction costs that arise if and when the Trading Price of the Company's common stock falls or is below certain levels at any point during the 20 Trading Days prior to the Conversion Date.

The Note has been accounted for in accordance with ASC 815 at fair value and an embedded derivative liability measured using a Black-Scholes option pricing model. As of February 29, 2020 there is a derivative liability of $79,800 and discounted debt of $12,459 which includes accrued interest payable of $226.

The change in fair value of the derivative liability during the period is as follows:

Balance – June 1, 2019	$ –
Debt discount recognized at inception	95,000
Loss on valuation of derivative at inception	60,800
Gain on change in fair value of derivative during the period	(76,000)
Balance – February 29, 2020	$ 79,800

The table below shows the Black-Scholes option-pricing model inputs used by the Company to value the derivative liability at each measurement date:

	February 29, 2020	January 13, 2020
Expected term	1 year	1 year
Expected average volatility	187.16%	192.99%
Expected dividend yield	–	–
Risk-free interest rate	0.97%	1.53%

The following table presents the derivative financial instrument, the Company's only financial liability measured and recorded at fair value on the company's consolidated balance sheet on a recurring basis, and its level within the fair value hierarchy as of February 29, 2020:

	Amount	Level 1	Level 2	Level 3
Embedded derivative liability	$ 79,800	$ –	$ –	$ 79,800
Total	$ 79,800	$ –	$ –	$ 79,800

As of February 29, 2020, the Company had received $95,000 under the Note.

On April 17, 2020, the Company received a further $33,000 of the balance due on the Convertible Note Payable.

NOTE 5 - RELATED PARTY TRANSACTIONS

During the three (3) month period ended February 29, 2020 (successor), no new amounts were loaned to the Company by the directors.

The total amounts due to directors as of February 29, 2020 and May 31, 2019 were $125,360 and $48,489, respectively, the change being due to the advance of new loans from the directors of $76,871 net of foreign currency translation differences from GBP in which the loans are denominated. The amounts loaned by the directors are unsecured, non-interest bearing, and due on demand. See note 4 for further details on the Company's debt.

In addition to amounts due to the current directors, the amount due to James Horan, a former director, was $9,873 as of February 29, 2020 and May 31, 2019. This amount is included in the total due of $125,360 disclosed above. The amount loaned is unsecured, non-interest bearing, and due on demand.

During the three (3) month periods ended February 29, 2020 and February 28, 2019 (successor), the Company invoiced and sold products, totaling $0 to a related party, The Drafthouse, which is considered to be a related party due to there being common significant shareholders with Momentous Holdings Corp. During the two (2) month period ended July 31, 2018 (predecessor) and the seven (7) month period ended February 29, 2019 (successor), the Company invoiced and sold products totaling $2,129 to The Drafthouse.

Accounts receivable balances from The Drafthouse were $0, and $2,238 as of February 29, 2020 and May 31, 2019, respectively.

During the three (3) month period ended February 29, 2020 (successor), amounts totaling $5,360 were loaned by the company to an Officer and another related party. These amounts are included in Prepaid Expenses and Other in the Consolidated Balance Sheet. The loans are interest free and repayable on June 1, 2020.

NOTE 6 - CAPITAL STOCK

During the nine (9) month period ended February 29, 2020 there were the following issues of common stock:

On August 8, 2019, 40,000 shares of common stock issued for cash in the amount of $0.375 per share for a total of $15,000.

On October 17, 2019, 10,000 shares of common stock issued to one of our independent service providers as additional compensation for continued service and deferment of payment owed by the Company for prior services rendered. The value of the stock based compensation was determined with reference to the market value of the Company's shares as of October 17, 2019.

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Operating leases

The Company operated from rent-free premises in Central London until March 26, 2018 when the Company leased approximately 300 square feet of industrial space in Tottenham, London in the United Kingdom for approximately $450 per month for a twelve month term which was cancelable by either party with one months' notice. The Company also purchased a shipping container for additional space on location.

The company incurred no rental costs for keeping the shipping container on location.

On April 26, 2019, the Company entered into an agreement with a third party for the sale and leaseback of the shipping container in the amount of $2,223. Rental payment after usage of the credit from the sale and leaseback of the shipping container was agreed at approximately $1,100 per month for a three month term. On November 1, 2019, the Company relinquished the 300 square feet of industrial space and has solely retained the shipping container at a reduced rental of approximately $410 per month on a month by month term which is cancelable by either party with two weeks notice.

On December 1, 2019, the Company leased approximately 500 square feet of industrial space in Walthamstow, London in the United Kingdom for approximately $1,300 per month for a two year term, which is cancelable by either party with six months' notice. The space will be used as the new Company distillery. The Company paid approximately $1,300 as a refurbishment fee and a refundable deposit of approximately $4,000 to the Landlord.

The rental expense for the nine (9) month period ended February 29, 2020 (successor) was $14,288, for the seven (7) month period ended February 28, 2019 (successor) was approximately $4,338 and for the two (2) month period ended July 31, 2018 (predecessor) was approximately $900.

NOTE 8 - SUBSEQUENT EVENTS

Coronavirus pandemic ("COVID-19")
Subsequent to the balance sheet date, the Company was significantly affected by the ongoing COVID-19 pandemic and is currently operating under severe restrictions following implemented UK Government policy. We are unable to estimate when we will resume full operations, including tours and masterclasses at this time.

On March 20, 2020, the Company's distillery was partially closed and all employees placed on furlough for the duration of the crisis, with the exception of Max Chater, the director of our wholly owned operating subsidiary. The Company has obtained financial assistance from the UK Government, and in the meantime, the business is focusing on its online sales and other means of distribution until normal business is able to resume.

On April 17, 2020, the Company received a further $33,000 of the balance due on the Convertible Note Payable.

On May 6, 2020, the Company obtained a bank loan of $46,200 under a UK Government backed loan scheme to assist businesses affected by COVID-19. For the first twelve (12) months of the loan, the loan is interest-free and no repayments are due. Thereafter the loan is repayable over 5 years at an interest rate of 2.5% per annum.

Item 2. Management Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

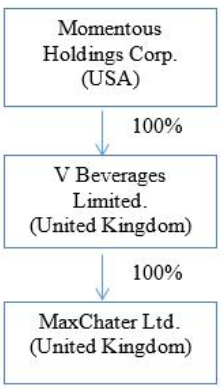
Management's statements contained in this portion of the prospectus are not historical facts and are forward-looking statements. Factors which could have a material adverse effect on the operations and future prospects of the Company on a consolidated basis include, but are not limited to, those matters discussed under the section entitled "Risk Factors," above. Such risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Our Plan for the Next 12 Months

On December 31, 2018, the Company completed the transactions contemplated by a certain Share Exchange Agreement entered into by and between the Company and Mr. Andrew Eddy, an individual residing in Great Britain and owner of 100% of the issued and outstanding capital shares of V Beverages, a company organized under the laws of the United Kingdom (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Company acquired 100% of the issued and outstanding capital shares of V Beverages (the "V Beverage Shares"). At the closing of the transactions under the Share Exchange Agreement, Mr. Eddy transferred and sold all of the V Beverage Shares to the Company in exchange for 15,750,000 shares of the Company's common stock, par value $0.001, which the Company issued on April 17, 2019. Subsequent to the completion of the transactions under the Share Exchange Agreement, V Beverages is operated as the Company's wholly-owned subsidiary.

The Company is focused entirely on the business of its wholly owned subsidiaries. Our subsidiary, V Beverages, owns 100% of the issued and outstanding capital shares of MaxChater Ltd., a company organized under the laws of the United Kingdom, which it acquired on August 1, 2018. MaxChater serves as our wholly-owned operating subsidiary that is solely engaged in the business of designing, producing, marketing and selling low carbon, eco-friendly alcoholic beverages.

Momentous Holdings Corp. Group Structure



We are a modern craft beverage company, founded in 2015, that is based in London, United Kingdom. We design, produce, market and sell handcrafted, award-winning alcohol beverage products with a portfolio consisting of gin, vodka, bitter aperitif and ready-to-drink cocktails ("RTD").

Our strategy is to produce premium products with minimal impact to the environment through the use of modern technology during production. Our methods help us to conserve energy and reduce water waste whilst delivering what we believe is a superior product. We also focus on environmentally friendly and recyclable packaging to reduce our carbon footprint. We are also looking to employ carbon offsetting in order to meet our carbon neutral status target by the end of 2020.

The following is a list of milestones we wish to accomplish within the next twelve months.

Secure necessary funding to meet additional expenses of being a public company and to expand operations

Product Development, Facility improvements and Equipment upgrades

Parent Company name change to better reflect new business

Engage in advertising and marketing programs, through both traditional sources and social media

Develop/Complete development of Cannabinoid infused alcoholic beverages

Hire additional skilled employees to complete our team, such as brand ambassadors

Develop an advisory committee to complement the board and employees of the Company

Develop additional corporate governance standards, including formation of independent majority compliance, audit and compensation committees

Continuation of MaxChater annual growth, in terms of both units sold and annual revenues

Our first major milestones are expected to be securing funds and increasing the scale of our production. This is our primary focus. In three years, we hope to have established our brand, products and corporate presence in the United States, and internationally.

Revenue

Revenue (including related party revenue) for the nine (9) month period ended February 29, 2020 (successor) was $144,458, for the seven (7) month period ended February 28, 2019 (successor) was approximately $84,989 and for the two (2) month period ended July 31, 2018 (predecessor) was approximately $26,067. The increase is due mainly to an increase in sales volume following the company's move to larger premises in November 2019.

Gross Profit for the nine (9) month period ended February 28, 2019 (successor) was $31,217, for the seven (7) month period ended February 28, 2019 (successor) was approximately $16,447 and for the two (2) month period ended July 31, 2018 (predecessor) was approximately $3,508.

Operating Expenses

Operating expenses for the nine (9) month period ended February 29, 2020 (successor) were $286,552, for the seven (7) month period ended February 28, 2019 (successor) were approximately $128,531 and for the two (2) month period ended July 31, 2018 (predecessor) were approximately $27,358.

Operating expenses for the successor periods consisted of general and administrative expenses and increased due to the acquisition and increase of V Beverages operating activities following the acquisition of MaxChater by V Beverages.

Operating expenses for the predecessor two (2) month period ended July 31, 2018 consisted of general and administrative expenses of MaxChater.

We anticipate our operating expenses will increase as we undertake our plan of operations. The increase will be attributable to the measures described above to implement our business plan and the professional fees associated with our being a reporting company under the U.S. Securities Exchange Act of 1934.

Net Loss

Net loss for the nine (9) month period ended February 29, 2020 (successor) was $244,840 for the seven (7) month period ended February 28, 2019 (successor) was approximately $101,735 and for the two (2) month period ended July 31, 2018 (predecessor) was approximately $21,169.

Liquidity and Capital Resources

As of February 29, 2020, we had total current assets of $31,778, consisting of cash of $7,555, accounts receivable of $14,179 and prepaid expenses and other of $10,044. We had total current liabilities of $423,365 as of February 29, 2020 consisting of advances from related parties of $174,149, accounts payable of $49,438, taxes payable of $64,827, bank overdraft of $18,601, amounts due under a convertible promissory note of $12,459, a derivative liability of $79,800 and other liabilities of $24,091. Accordingly, we had a working capital deficit of $391,587 as of February 29, 2020.

As of May 31, 2019 (successor), we had total current assets of $27,871, consisting of cash of $4,840, accounts receivable of $19,547 and prepayments and other receivables of $3,484. We had current liabilities of $184,423 as of May 31, 2019. We therefore had a working capital deficit of $156,552 as of May 31, 2019.

Operating activities resulted in a net cash outflow of $173,913 for the nine (9) month period ended February 29, 2020.

Our ability to operate beyond the next twelve (12) months is contingent upon us obtaining additional financing and/or upon realizing sales revenue sufficient to fund our ongoing expenses. The business has also been significantly affected by the ongoing COVID-19 pandemic and is currently closed until it is considered safe to restart operations which is dependent upon UK Government policy. Under normal circumstances, our currently available funds will allow us to operate for another six (6) months. Until we are able to sustain our ongoing operations through sales revenue, we intend to fund operations through debt and/or equity financing arrangements, which may be insufficient to fund our capital expenditures, working capital, or other cash requirements. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.

Going Concern

The accompanying 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 had a working capital deficit of $391,587, a total stockholders' deficit of $336,161 at February 29, 2020 and an accumulated deficit at that date of $397,445.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations to repay its liabilities arising from normal business operations as they become due. Details of the Company's debt are set out in note 4.

Following the completion of the Company's annual report on Form 10-K for the year ended May 31, 2019, management raised funds in order to provide working capital for the immediate future and on January 13, 2020 issued a Convertible Promissory Note, details of which are set out in note 4.

The ongoing coronavirus pandemic has had a significant impact on the ability of the Company to continue as a going concern and further details are set out in note 8 'Subsequent Events'.

These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The accompanying financial statements do not include any adjustments that might result from the outcome of this
uncertainty.

Off Balance Sheet Arrangements

As of February 29, 2020, there were no off balance sheet arrangements.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most "critical accounting policies" in the Management Discussion and Analysis. The SEC indicated that a "critical accounting policy" is one which is both important to the portrayal of a company's financial condition and results, and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We do not believe that any accounting policies currently fit this definition.

Recently Issued Accounting Pronouncements

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As required by Rule 13a-15 of the Securities Exchange Act of 1934, our principal executive officer and principal financial officer evaluated our company's disclosure controls and procedures (as defined in Rules 13a-15(e) of the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded that as of the end of the period covered by this report, these disclosure controls and procedures were not effective to ensure that the information required to be disclosed by our company in reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities Exchange Commission and to ensure that such information is accumulated and communicated to our company's management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure. The conclusion that our disclosure controls and procedures were not effective was due to the presence of the following material weaknesses in internal control over financial reporting which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both United States generally accepted accounting principles and Securities and Exchange Commission guidelines. Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated.

We plan to take steps to enhance and improve the design of our internal controls over financial reporting. During the period covered by this quarterly report on Form 10-Q, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we plan to implement the following changes during our fiscal year ending May 31, 2020, subject to obtaining additional financing: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out above are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended February 29, 2020 that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A. Risk Factors

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None

Item 6. Exhibits

SEC Ref. No.	Title of Document
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	XBRL Reports

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Momentous Holdings Corp.

Date: July 9, 2020

By: /s/ Andrew Eddy
Andrew Eddy
Title: Chief Executive Officer, principal financial officer and principal accounting officer