UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **April 30, 2020**

SEC File No. **000-215000**

BOOMER HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Nevada	4700	**36-4833921**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(IRS I.D.)

8670 W. Cheyenne Avenue
Las Vegas, NV 89129
(Address of principal executive offices)

Issuer's telephone number: **(888)-266-6370**

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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	☐	Accelerated filer	☐
Non-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. ☐

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	BOMH	OTC Markets Group

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

As of April 30, 2020, there were 128,513,739 shares issued and outstanding of the registrant's common stock.

BOOMER HOLDINGS, INC.

Form 10-Q

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BOOMER HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

		(Unaudited) April 30, 2020		July 31, 2019
ASSETS				
Current Assets:				
Cash	$	128,115	$	152,667
Accounts receivables, net of allowance for bad debt of $0		112,251		—
Accounts receivables - related parties		3,401		—
Inventories, net		771,949		53,724
Other current assets		313,904		1,934
Notes receivables - related parties		25,586		1,600
Total current assets		1,355,206		209,925
Non-current Assets:				
Property and equipment, net		146,646		75,928
Lease asset		1,147,316		—
Total non-current assets		1,293,962		75,928
Total assets	**$**	**2,649,168**	**$**	**285,853**
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current Liabilities:				
Accounts payable	$	743,962	$	159,870
Other current liabilities		180,956		16,738
Accrued interest		29,344		—
Current portion of notes payable		2,269,392		—
Current portion of operating lease liabilities		35,515		—
Total current liabilities		3,259,169		176,608
Lines of credit - related parties		507,500		110,000
Operating lease liabilities, less current portion		1,130,097		—
Notes payable, net of current portion		530,140		—
Notes payable - related parties		—		74,000
Total liabilities		5,426,906		360,608
Commitments and contingencies				
Stockholders' Deficit:				
Common stock, $0.001; 200,0000,000 shares authorized, 128,513,739 shares issued and outstanding, respectively		128,514		520
Additional Paid In Capital		2,768,486		519,480
Accumulated deficit		(5,674,738)		(594,755)
Total stockholders' deficit		(2,777,738)		(74,755)
Total liabilities and stockholder's equity	**$**	**2,649,168**	**$**	**285,853**

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

BOOMER HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2020	**2019**	**2020**	**2019**
Net revenue	$ 1,249,373	$ —	$ 1,676,936	$ —
Cost of goods sold	782,982	—	936,369	—
Gross profit	466,391	—	740,567	—
Operating expenses:				
Advertising and marketing	427,743	—	1,067,396	—
General and administrative	552,904	—	1,083,610	—
Payroll and payroll taxes	662,656	—	1,566,840	—
Professional fees	582,875	—	1,550,257	—
Research and development	539	—	17,024	—
Depreciation and amortization	11,536	—	19,834	—
Rent	144,910	—	343,005	—
Total operating expenses	2,383,163	—	5,647,966	—
Loss from operations	(1,916,772)	—	(4,907,399)	—
Other income (expense):				
Interest expense	(91,274)	—	(175,864)	—
Other income	1,790	—	3,280	—
Total other expense, net	(89,484)	—	(172,584)	—
Loss before provision for income taxes	(2,006,256)	—	(5,079,983)	—
Income tax provision	—	—	—	—
Net loss	**$ (2,006,256)**	**$ —**	**$ (5,079,983)**	**$ —**
Earnings (loss) per share:				
Basic and diluted	**$ (0.02)**	$ —	**$ (0.04)**	$ —
Weighted average number of common shares outstanding:				
Basic and diluted	128,513,739	—	123,071,192	—

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

BOOMER HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(UNAUDITED)

	Common Stock				Additional Paid-in Capital		Accumulated Deficit		Total Stockholders' Deficit
	Shares		Amount						
Balances - July 31, 2019	**30,000**	**$**	**520**	**$**	**519,480**	**$**	**(594,755)**	**$**	**(74,755)**
Issuance of stock	128,483,739		127,994		2,249,006		—		2,377,000
Net loss	—		—		—		(5,079,983)		(5,079,983)
Balances - April 31, 2020	**128,513,739**	**$**	**128,514**	**$**	**2,768,486**	**$**	**(5,674,738)**	**$**	**(2,777,738)**

	Common Stock				Additional Paid-in Capital		Accumulated Deficit		Total Stockholders' Deficit
	Shares		Amount						
Balances - January 31, 2020	**128,513,739**	**$**	**128,514**	**$**	**3,059,454**	**$**	**(3,668,482)**	**$**	**(480,514)**
Common stock adjustment	—		—		(290,968)		—		(290,968)
Net loss	—		—		—		(2,006,256)		(2,006,256)
Balances - April 30, 2020	**128,513,739**	**$**	**128,514**	**$**	**2,768,486**	**$**	**(5,674,738)**	**$**	**(2,777,738)**

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

BOOMER HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended April 30, 2020	2019
Cash flows from operating activities:		
Net loss	$ (5,079,983)	$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	19,834	—
Noncash lease expense	18,296	—
Changes in assets and liabilities:		
Accounts receivables, net	(112,251)	—
Accounts receivables, net - related parties	(3,401)	—
Other current assets	(311,970)	—
Inventories, net	(718,225)	—
Accounts payable	584,092	—
Other current liabilities	164,218	
Accrued interest	29,344	
Net cash used in operating activities	(5,410,046)	—
Cash flows from investing activities:		
Purchases of property and equipment	(90,552)	—
Loans made to related parties	(23,986)	
Net cash used in investing activities	(114,538)	—
Cash flows from financing activities:		
Borrowing on line of credit - long term	1,630,238	—
Repayment on line of credit - long term	(1,232,738)	—
Borrowing on loans - current term	2,641,377	—
Repayment on loan - current term	(371,985)	—
Borrowing on loans - long term	1,553,258	—
Repayment on loan - long term	(1,023,118)	—
Borrowing current portion of notes payable - related parties	64,400	—
Repayment Notes payable - related parties	(138,400)	—
Proceeds from issuance of common stock	2,377,000	—
Net cash provided by financing activities	5,500,032	—
Net decrease in cash	(24,552)	—
Cash – beginning of period	152,667	—
Cash – end of period	**$ 128,115**	**$ —**
Supplemental disclosures of cash flow information		
Cash paid during the period for:		
Interest	$ 146,520	$ —
Income taxes	$ 800	$ —

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

BOOMER HOLDINGS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Organization

Boomer Holdings, Inc. (the "Company"), through its wholly owned subsidiary, Boomer Naturals, Inc., engages in the development and sale of the proprietary CB5 wellness formula in the United States of America and internationally. All of the Company's sales relate to CB5 and its related products. Boomer Naturals, Inc. was incorporated in June 2019 and is headquartered in Las Vegas, Nevada.

Share Exchange Between Boomer Natural Holdings and Boomer Naturals, Inc.

Boomer Naturals, Inc. ("Naturals") was incorporated as a Nevada corporation on June 7, 2019. Boomer Natural Holdings, Inc. ("Boomer") was incorporated as a Nevada corporation on January 7, 2020 and was a non-operating company. On or about the same day, Naturals completed its share exchange with Boomer, whereby, the shareholders of Naturals became shareholders of Boomer and all of common stock shares of Boomer Naturals, Inc. was exchanged to Boomer by the shareholder of Boomer Naturals, Inc. for newly-issued shares of Boomer common stock resulting in Boomer Naturals, Inc. becoming a wholly-owned subsidiary of Boomer. The transaction is accounted for as a "reverse merger" and recapitalization since the stockholder of Boomer Naturals, Inc. owned a majority of the outstanding shares of the common stock of Boomer immediately following the completion of the transaction, the stockholders of Boomer Naturals, Inc. will have the significant influence and the ability to elect or appoint or to remove a majority of the members of the governing body of Boomer, and Boomer Naturals, Inc.'s senior management will dominate the management of Boomer immediately following the completion of the transaction. Accordingly, Boomer Naturals, Inc. will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction is treated as a recapitalization of Boomer.

Share Exchange Between Remaro Group Corp and Boomer Naturals Holdings

On December 12, 2019, Marina Funt, the former principal shareholder, Chief Executive Officer, Chief Financial Officer, President, Treasurer, Secretary and Director of Remaro Group Corp. (the "Company"), consummated the sale of Ms. Funt's 24,000,000 shares (the "Shares") of the Registrant's common stock, par value $0.001 per share (the "Common Stock") to Boomer Natural Wellness, Inc. ("BNW"). The acquisition of the Shares, which represent approximately 76% of the Company's shares of outstanding Common Stock, resulted in a change in control of the Registrant. In connection with the sale of the Shares, Ms. Funt waived, forgave and discharged any indebtedness of any kind owed to her by the Company.

On January 7, 2020, the Company, then named Remaro Group Corp., executed and consummated an Agreement of Merger and Plan of Share Exchange (the "Exchange Agreement"), with Boomer Natural Wellness, Inc. ("BNW"), Boomer Naturals Holdings, Inc., a Nevada corporation ("Boomer"), Boomer Naturals, and the shareholders of Boomer (the "Exchange"). Upon consummation of the transactions set forth in the Exchange Agreement (the "Closing"), the Company adopted the business plan of Boomer Naturals. Pursuant to the terms of the Exchange Agreement, the Company agreed to acquire all of the outstanding shares of Boomer in exchange for the issuance of an aggregate 120,980,739 shares (the "Exchange Shares") of the Company's Common Stock and BNW agreed to retire 24,000,000 shares of the Company's Common Stock. As a result of the Exchange, Boomer became a wholly-owned subsidiary of the Company and the Company adopted the business plan of Boomer Naturals. Following the consummation of the Exchange, the Boomer Shareholders beneficially owned approximately Ninety-Four (94%) of the issued and outstanding Common Stock of the Company.

On January 7, 2020, the Company approved an amendment to its Articles of Incorporation (the "Amendment") to: change the name of the Company to Boomer Holdings Inc.; effect a forward stock split on the basis of three-to-one (3:1); and to increase the number of authorized shares of capital stock to 210,000,000 of which 200,000,000 shares shall be Common Stock and 10,000,000 shares will be blank-check preferred stock, par value $0.001 per share.

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION (continued)

Share Exchange Between Remaro Group Corp and Boomer Naturals Holdings (continued)

The transaction above will be accounted for as a "reverse merger" and recapitalization since the stockholder of Boomer will own a majority of the outstanding shares of the common stock of Company immediately following the completion of the transaction, the stockholders of Boomer will have the significant influence and the ability to elect or appoint or to remove a majority of the members of the governing body of the combined entity, and Boomer's senior management will dominate the management of the combined entity immediately following the completion of the transaction. Accordingly, Boomer will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction is treated as a recapitalization of the Company. Accordingly, the assets and liabilities and the historical operations that are reflected in the financial statements are those of the Boomer and are recorded at the historical cost basis of the Company. As a result, Boomer is the surviving company and the financial statements presented are historical financial accounts of Boomer Holdings, Inc. and its wholly owned subsidiary, Boomer Naturals, Inc.

Financial Reporting

As a result of share exchanges occurred amongst Company, Boomer, Boomer Naturals, Inc., and shareholders of the amongst companies, the consolidated financial statements include historical financial information of Boomer Holdings, Inc. and its wholly owned subsidiary, Boomer Naturals Inc. (combined companies referred as the "Company") since June 7, 2019.

Products

Boomer Naturals Holdings Inc., through its wholly-owned subsidiary Boomer Naturals, Inc., a Nevada corporation, provides wellness solutions to multiple target markets through multiple sales channels, including PPE products, retail locations, e-commerce, and wholesale distribution networks. Boomer sells health and wellness products and services geared toward alleviating pain, anxiety and improving general wellness through our proprietary lines of CB5 products. CB5 formula is the first FDA-compliant alternative that fully supports the body's endocannabinoid system (ECS). This revolutionary breakthrough combines five natural and powerful ingredients that target the ECS.

The CB5 products were developed by neurosurgeon, Dr. Mark Chwajol https://boomernaturalwellness.com/larry-mccleary-md/. The Boomer CB5 products contain a powerful combination of terpenes that interact with three known cannabinoid receptors and possibly a fourth, while the standard products in the industry interact only with one. The product contains all-natural ingredients which are all listed on the Generally Recognized as Safe list of the Food and Drug Administration and was developed by a practicing brain surgeon who is an expert in natural ingredients and CB receptors.

Boomer focuses on wellness solutions for the 50 and older age demographic through the development of products using the Boomer proprietary CB5 formula. The CB5 formula includes a variety of terpenes that are compliant with FDA guidelines as all ingredients are listed on the Generally Recognized as Safe list. The solutions include products to alleviate pain, reduce anxiety, increase sleep quality, as well as offer cosmetic benefits. In addition, Boomer offers a full line of products to benefit the health of pets, including those suffering from seizures.

Unaudited Interim Financial Information

These unaudited interim financial statements have been prepared in accordance with GAAP for interim financial reporting and the rules and regulations of the Securities and Exchange Commission that permit reduced disclosure for interim periods. Therefore, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. In the opinion of management, all adjustments of a normal recurring nature necessary for a fair presentation of the financial position, results of operations and cash flows for the periods presented have been made.

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION (continued)

Unaudited Interim Financial Information (continued)

The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the year ending July 31, 2020.

The balance sheets and certain comparative information as of July 31, 2019 are derived from the audited financial statements and related notes for the year ended July 31, 2019.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and notes are representation of the company's management who are responsible for the integrity and objectivity of the financial statements. These accounting policies confirm to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") as promulgated in the United States of America.

The consolidated financial statements include the account of Boomer Holdings, Inc. and the following subsidiary:

Subsidiary Name	Equity % Owned
Boomer Naturals, Inc.	100%

All intercompany accounts, transactions, and profits have been eliminated upon consolidation.

The consolidated financial statements were prepared and presented in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, Consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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 revenue and expenses during the reporting period. Significant estimates include, but are not limited to, the estimated useful lives of property and equipment, patent and trademark, the ultimate collection of accounts receivable and accrued expenses. Actual results could materially differ from those estimates.

Reclassification

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

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, the price is fixed or determinable, and collectability is reasonably assured, and delivery has occurred or services have been rendered. The Company offers the CB5 proprietary formula various channels, PPE products, e-commerce, and brick and mortar retail.

The Company includes shipping and handling costs in cost of sales. Amounts billed for shipping and handling are included with revenues in the statement of operation.

The Company recognizes an allowance for estimated future sales returns in the period revenue is recorded, based on pending returns and historical return data, among other factors. Management did not believe any allowance for sales returns was required at April 30, 2020.

Advertising Expense

Advertising costs are expensed as incurred. Advertising expense amounted to $1,067,936 and $427,743 for the nine and three months ended April 30, 2020, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounts Receivable

Accounts receivable are carried at original invoice amount less the allowance for doubtful accounts based on a review of all outstanding amounts at year end. Management determines the allowance for doubtful accounts based on a combination of write-off history, aging analysis, and any specific known troubled accounts. Trade receivables are written off when deemed uncollectible.

Inventories

Inventories primarily consist of finished goods and are stated at the lower of cost (first-in-first-out) or market. The Company maintains an allowance for potentially excess and obsolete inventories and inventories that are carried at costs that are higher than their estimated net realizable values.

Property and Equipment

Property and equipment consist of leasehold improvements, furniture and fixtures, machinery and equipment are stated at cost. Property and equipment are recorded at cost. Depreciation of property and equipment is provided using the straight-line method over the estimated useful lives of the assets, generally 5-7 year. Leasehold improvements are depreciated over the shorter of the useful life of the improvement or the lease term, including renewal periods that are reasonably assured.

Impairment of Long-lived Assets

In accordance with ASC 360, “Property, Plant, and Equipment,” the Company reviews for impairment of long-lived assets and certain identifiable intangibles whenever events or circumstances indicate that the carrying amount of assets may not be recoverable. The Company considers the carrying value of assets may not be recoverable based upon our review of the following events or changes in circumstances: the asset’s ability to continue to generate income from operations and positive cash flow in future periods; loss of legal ownership or title to the assets; significant changes in our strategic business objectives and utilization of the asset; or significant negative industry or economic trends. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset are less than its carrying amount.

Fair Value of Financial Instruments

The Company records its financial assets and liabilities at fair value, which is defined under the applicable accounting standards as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measure date. The Company uses valuation techniques to measure fair value, maximizing the use of observable outputs and minimizing the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Inputs include management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are unobservable in the market and significant to the instrument's valuation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments (continued)

As of April 30, 2020, the Company believes that the carrying value of cash, account receivables, accounts payable, accrued expenses, and other current assets and liabilities approximate fair value due to the short maturity of theses financial instruments. The financial statements do not include any financial instruments at fair value on a recurring or non-recurring basis.

Income Taxes

The Company has elected to be taxed as an S-corporation. Accordingly, except for a minimal state tax, the Company is not taxed at the corporate level; rather, the tax on corporate income is paid and the benefits of losses are recognized at the stockholder level. Therefore, no provision or credit for federal income taxes has been included in the financial statements. Certain transactions of the Company are subject to accounting methods for income tax purposes which differ from the accounting methods used in preparing the financial statements. Accordingly, the net income of the Company reported for federal income tax purposes may differ from the net income reported in these financial statements. The major differences relate to accounting for depreciation on property and equipment, stock compensation, and research credits

The Company has adopted ASC 740-10-25, which provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax position. The Company must 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 are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company did not recognize additional liabilities for uncertain tax positions as a result of the implementation of ASC 740-10-25 for the three months ended April 30, 2020.

The Company is no longer subject to federal and state income tax examination by tax authorities for year ended before 2019, respectively.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are accounts receivable and other receivables arising from its normal business activities. The Company has a diversified customer base. The Company controls credit risk related to accounts receivable through credit approvals, credit limits and monitoring procedures. The Company routinely assesses the financial strength of its customers and, based upon factors surrounding the credit risk, establishes an allowance, if required, for uncollectable accounts and, as a consequence, believes that its accounts receivable related credit risk exposure beyond such allowance is limited.

All of the Company's revenues are derived from the sale of the proprietary CB5 formula and PPE products, E-commerce accounted for 47% of revenues for the nine months ended April 30, 2020, respectively and brick and mortar retail accounted for 53% of revenues for the nine months ended April 30, 2020, respectively. The Company's principal market in 2019 was the United States, but the Company plans to expand internationally in 2020. The Company maintains its cash and cash equivalents with various credit institutions. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, deposits of up to $250,000 at FDIC-insured institutions are covered by FDIC insurance. At times, deposits may be in excess of the FDIC insurance limit; however, management does not believe the Company is exposed to any significant related credit risk.

Leases

Prior to December 31, 2019, the Company accounted for leases under Accounting Standards Codification (ASC) 840, Accounting for Leases. Effective from December 31, 2019, the Company adopted the guidance of ASC 842, Leases, which requires an entity to recognize a right-of-use asset and a lease liability for virtually all leases.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

On February 25, 2016, the FASB issued Accounting Standards Update No. 2016-02, Leases (Topic 842), to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing transactions. ASC 842 requires that lessees recognize right of use assets and lease liabilities calculated based on the present value of lease payments for all lease agreements with terms that are greater than twelve months. ASC 842 distinguishes leases as either a finance lease or an operating lease that affects how the leases are measured and presented in the statement of operations and statement of cash flows.

Recent accounting pronouncement

ASC 842 supersedes nearly all existing lease accounting guidance under GAAP issued by the Financial Accounting Standards Board ("FASB") including ASC Topic 840, Leases.

For operating leases, we calculated right of use assets and lease liabilities based on the present value of the remaining lease payments as of the date of adoption using the IBR as of that date.

The adoption of ASC 842 resulted in recording an adjustment to operating lease right of use assets and operating lease liabilities of $1,147,316 million and $1,165,612, respectively as of April 30, 2020. The difference between the operating lease ROU assets and operating lease liabilities at transition represented tenant improvements, and indirect costs that was derecognized. The adoption of ASC 842 did materially impact our results of operations, cash flows, or presentation thereof.

FASB ASU 2016-02 "Leases (Topic 842)" – In February 2016, the FASB issued ASU 2016-02, which will require lessees to recognize almost all leases on their balance sheet as a right-of-use asset and a lease liability. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Classification will be based on criteria that are largely similar to those applied in current lease accounting but without explicit bright lines. Lessor accounting is similar to the current model but updated to align with certain changes to the lessee model and the new revenue recognition standard. This ASU is effective for the fiscal year beginning after December 15, 2019, including interim periods within those fiscal year beginning after December 15, 2020. The Company adopted ASC 842 (ASU 2016-02). The adoption of ASC 842 resulted in recording an adjustment to operating lease right of use assets and operating lease liabilities of $1,147,316 million and $1,165,612, respectively as of April 30, 2020. The difference between the operating lease ROU assets and operating lease liabilities at transition represented tenant improvements, and indirect costs that were derecognized. The adoption of ASC 842 did materially impact the Company's results of operations, cash flows, or presentation thereof.

FASB ASU 2016-15 "Statement of Cash Flows (Topic 230)" – In August 2016, the FASB issued 2016-15. Stakeholders indicated that there is a diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 addresses eight specific cash flow issues to reduce the existing diversity in practice. This ASU is effective for annual reporting periods beginning after December 15, 2018, and interim periods within those fiscal year beginning after December 15, 2019. Early adoption is permitted. Adoption of this ASU will not have a significant impact on the Company's statement of cash flows.

FASB ASU 2016-12 "Revenue from Contracts with Customers (Topic 606)" – In May 2016, the FASB issued 2016-12. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2016-12 provides clarification on assessing collectability, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent accounting pronouncement (continued)

This ASU is effective for quarterly reporting periods beginning after December 15, 2018, and interim periods beginning after December 15, 2019. The Company is currently assessing the potential impact this standard will have on the Company's financial statements and related disclosures.

3. INVENTORIES

Inventories primarily consisted of finished goods in the amount of $771,949 and $53,724 as of April 30, 2020 and July 31, 2019, respectively.

4. NOTES RECEIVABLES – RELATED PARTIES

Notes receivables from related parties consisted of the following:

	April 30, 2020	July 31, 2019
Whale Sports - Loan receivable bearing no interest with unpaid principal balance due on demand.	$ 18,194	$ —
Net Tech Investment, LLC - Loan receivable bearing no interest with unpaid principal balance due on demand.	4,185	—
Daniel Capri, President - Loan receivable bearing no interest with unpaid principal balance due on demand.	3,207	1,600
Total notes receivables	**$ 25,586**	**$ 1,600**

5. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	April 30, 2020	July 31, 2019
Furniture and Equipment	$ 40,336	$ 35,838
Leasehold Improvement	126,144	—
Computer	—	40,090
Total property and equipment	166,480	75,928
Less-accumulated depreciation	(19,834)	—
Total property and equipment, net	**$ 146,646**	**$ 75,928**

Depreciation expense on property and equipment amounted to $19,834 and $11,536 for the nine and three months ended April 30, 2020, respectively.

6. LINES OF CREDIT – RELATED PARTIES

Lines of credit related parties consisted of the following:

	April 30, 2020		July 31, 2019	
July 2019 ($447,500 line of credit) - Line of credit with maturity date of June 30, 2021 with 6% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	$	447,500	$	50,000
July 2019 ($60,000 line of credit) - Line of credit with maturity date of July 29, 2021 with 6% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.		60,000		60,000
Total lines of credit		507,500		110,000
Less: Short-term portion		—		—
Total lines of credit, net of current portion	**$**	**507,500**	**$**	**110,000**

July 2019 - $447,500 line of credit

On July 1, 2019, the Company entered into a line of credit agreement in the amount of $447,500 with maturity date of June 30, 2021. The line of credit bears interest at 6% per annum and interest and unpaid principal balance is payable on the maturity date. The Company had unused line of credit of $0 as of April 30, 2020.

July 2019 - $60,000 line of credit

On July 1, 2019, the Company entered into a line of credit agreement in the amount of $60,000 with maturity date of July 29, 2021. The line of credit bears interest at 6% per annum and interest and unpaid principal balance is payable on the maturity date. The Company had unused line of credit of $0 as of April 30, 2020.

7. NOTES PAYABLE – RELATED PARTIES

Notes payable to related parties consisted of the following:

	April 30, 2020		July 31, 2019	
July 2019 ($150,000 notes payable) - Notes payable with maturity date of June 30, 2021 with 6% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	$	—	$	74,000
Total notes payable - related parties	$	—	$	74,000
Less: Short-term portion of notes payable - related parties		—		—
Total notes payable - related parties, net of current portion	**$**	**—**	**$**	**74,000**

July 2019 - $150,000 notes payable

On July 1, 2019, the Company entered into a note payable – related party agreement in the amount of $150,000 with maturity date of June 30, 2021. The loan bears interest at 6% per annum and interest and unpaid principal balance is payable on the maturity date. The Company had unused line of credit of $150,000 as of April 30, 2020.

8. NOTES PAYABLES

Notes payables consisted of the following:

	April 30, 2020	July 31, 2019
January 2020 ($260,070 notes payable) - Notes payable with maturity date of January 4, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	$ 260,070	$ —
January 2020 ($260,070 notes payable) - Notes payable with maturity date of January 4, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	260,070	—
April 2020 ($10,000 notes payable) – SBA loan payable with maturity date of April 15, 2050 with 3.75% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	10,000	—
January 2020 ($105,375 notes payable) - Notes payable with maturity date of January 4, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	105,375	—
February 2020 ($100,000 notes payable) - Notes payable with maturity date of May 9, 2020 with 15% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	69,855	—
February 2020 ($500,000 notes payable) - Notes payable with maturity date of February 24, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	500,000	—
February 2020 ($90,000 notes payable) - Notes payable with maturity date of May 9, 2021 with 15% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	34,894	—
February 2020 ($50,000 notes payable) - Notes payable with maturity date of May 9, 2020 with 15% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	36,253	—
February 2020 ($100,000 notes payable) - Notes payable with maturity date of May 9, 2020 with 15% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	69,812	—
February 2020 ($100,000 notes payable) - Notes payable with maturity date of February 9, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	69,177	—
February 2019 ($500,000 notes payable) - Notes payable with maturity date of February 24, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	500,000	—
February 2020 ($50,000 notes payable) - Notes payable with maturity date of May 9, 2020 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	36,326	—
September 2019 ($200,000 notes payable) - Notes payable with maturity date of September 14, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	200,000	—
September 2019 ($300,000 notes payable) - Notes payable with maturity date of December 14, 2021 with 12% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	300,000	—
April 2020 ($347,700 notes payable) - Paycheck Protection Program payable with maturity date of December 31, 2020 with 1% interest per annum with unpaid principal balance and accrued interest payable on the maturity date.	347,700	—
Total notes payable	$ 2,799,532	$ —
Less: current-term portion	(2,269,392)	—
Total notes payable – net of current portion	**$ 530,140**	**$ —**

8. NOTES PAYABLES (continued)

April 2020 - $347,000 notes payable

On April 21, 2020, the Company received loan proceeds in the amount of $347,700 under the Paycheck Protection Program ("PPP") from Cross River Bank, Inc. ("Lender"). The PPP was established as part of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), provides for loans to qualifying businesses for amounts up to 2.5 times the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent, and utilities, and maintains its payroll levels. Per PPP loan forgiveness guidelines, the Company expects the loan to be forgiven, based on qualifying business expenses.

April 2020 - $10,000 notes payable

On April 14, 2020, the Company received loan proceeds in the amount of $10,000 from the U.S. Small Business Administration (SBA). The loan maturity date is April 13, 2050, and bears interest at a rate of 3.75% per annum, payable monthly.

The following tab provides future minimum payments as of April 30, 2020

Years ended July 31,		*Amount*
2020	$	2,269,392
2021		531,140
2022		—
2023		—
2024		—
Thereafter		—
Total	**$**	**2,799,532**

9. EARNINGS PER SHARE

The Company calculates earnings per share in accordance with ASC 260, "Earnings Per Share," which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share are computed using the weighted average number of shares outstanding during the fiscal year. Dilutive earnings per share is computed on the basis of the weighted average number of shares plus potentially dilutive common shares which would consist of stock options outstanding (using the treasury method), which was none since the Company had net losses and any additional potential shares would be antidilutive.

10. INCOME TAX PROVISION

The Company did not have material income tax provision (benefit) because of net loss and valuation allowances against deferred income tax provision for the three months ended April 30, 2020.

A reconciliation of the Company's effective tax rate to the statutory federal rate is as follows:

Description	*April 30, 2020*	*July 31, 2019*
Statutory federal rate	21%	21%
State income taxes net of federal income tax benefit and others	0%	0%
Permanent differences for tax purposes and others	0%	0%
Change in valuation allowance	-21%	-21%
Effective tax rate	**0%**	**0%**

10. INCOME TAX PROVISION (continued)

The income tax benefit differs from the amount computed by applying the U.S. federal statutory tax rate of 21%, primarily due to the change in the valuation allowance and state income tax benefit, offset by nondeductible expenses.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

The components of deferred tax assets and liabilities are as follows:

Deferred tax assets	*April 30, 2020*	*July 31, 2019*
Deferred tax assets:		
Net operating loss	$ (1,099,415)	$ (47,894)
Other temporary differences	—	—
Total deferred tax assets	(1,099,415)	(47,894)
Less - valuation allowance	1,099,415	47,894
Total deferred tax assets	**$ —**	$ —

At April 30, 2020, the Company had available net operating loss carryovers of approximately $5,079,983. Per the Tax Cuts and Jobs Act (TCJA) implemented in 2018, the two-year carryback provision was removed and now allows for an indefinite carryforward period. The carryforwards are limited to 80% of each subsequent year's net income. As a result, net operating loss may be applied against future taxable income and expires at various dates subject to certain limitations. The Company has a deferred tax asset arising substantially from the benefits of such net operating loss deduction and has recorded a valuation allowance for the full amount of this deferred tax asset since it is more likely than not that some or all of the deferred tax asset may not be realized.

The Company files income tax returns in the U.S. federal jurisdiction and Nevada and is subject to income tax examinations by federal tax authorities for tax year ended 2019 and later and by not subject to Nevada authorities for tax year ended 2019 and later. The Company currently is not under examination by any tax authority. The Company's policy is to record interest and penalties on uncertain tax positions as income tax expense. As of October 31, 2019, the Company has no accrued interest or penalties related to uncertain tax positions.

At the nine months ended April 30, 2020, the Company had cumulative net operating loss carryforwards for federal tax purposes of approximately $5,079,983. In addition, the Company had state tax net operating loss carryforwards of approximately $0. The carryforwards may be applied against future taxable income and expires at various dates subject to certain limitations.

11. RELATED PARTY TRANSACTIONS

The Company had the following related party transactions:

- ***Outside Services*** – One of the Company's outside contractor or consultant is Mr. Thomas Ziemann, a shareholder of the Company. Mr. Thomas Ziemann provides various consulting services to the Company. The Company recorded expense of $129,319 for nine months ended April 30, 2020 and $15,000 for three months ended April 30, 2020 and had outstanding balance recorded as accrued expense of $0 as of April 30, 2020.

11. RELATED PARTY TRANSACTIONS (continued)

- ***Outside Services –*** One of the Company's outside contractor or consultant is Mr. Daniel Capri, a shareholder and President of the Company. Mr. Daniel Capri provides various consulting and management services to the Company. The Company recorded expense of $29,112 for nine months ended April 30, 2020 and $0 for three months ended April 30, 2020 and had outstanding balance recorded as accrued expense of $5,935 as of April 30, 2020.

- ***Outside Services*** – One of the Company's outside contractor or consultant is Mr. Rob Ekstedt, a shareholder of the Company. Mr. Rob Ekstedt provides various consulting services to the Company. The Company recorded expense of $0 for nine months ended April 30, 2020 and $36,000 for three months ended April 30, 2020 and had outstanding balance recorded as accrued expense of $0 as of April 30, 2020.

- ***Notes Receivables*** – No interest due on demand and the loan was provided primarily to Daniel Capri, the Company's President.

- ***Line of Credit*** – On July 1, 2019, the Company entered into a line of credit agreement inthe amount of $300,000 with Daniel Capri, the owner and founder of Whale Sports and Presidentof the Company. The maturity date of the line of credit is June 30, 2021. As of April 30, 2020, the balance on the line of credit for $326,250, including interest was paid off.

- ***Line of Credit*** – On July 1, 2019, the Company entered into a line of credit agreement in the amountof $89,000 with NetTech Investments owned by Daniel Capri, the Company's President. The maturity date of the line of credit is July 1, 2029 bearing interest of 6% per annum. As of April 30, 2020, the balance on the line of credit for $64,400 was paid off.

- ***Line of Credit*** – On July 1, 2019, the Company entered into a line of credit agreement in the amount of $447,500 with Michael Quaid, Chief Executive Officer of the Company. The maturity date of the line of credit is June 30, 2021.

- ***Line of Credit*** – On July 1, 2019, the Company entered into a line of credit agreement in the amountof $60,000 with Debra Ziemann, a shareholder and the spouse of the Company's Chief Operating Officer and Director. The maturity date of the line of credit is July 29, 2021.

- ***Line of Credit*** – On July 1, 2019, the Company entered into a line of credit agreement in the amount of $150,000 with Giang Hoang, a shareholder of the Company. The maturity date of the line of credit is June 30, 2021. As of April 30, 2020, the balance on the line of credit for $171,880 including interest was paid off.

- ***Notes Payable (related parties)*** – The Company entered into various notes payable with relatedparties who are also shareholders of the Company. Refer to Notes Payable – Related Parties for additional information.

12. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company entered into the following operating facility lases:

- ***Cheyenne Fairways*** – On July 25, 2019, the Company entered into an operating facility lease for its corporate office located in Las Vegas with 84 months term and with option to extend from 2 years to 5 years at the market rate. The lease started on September 1, 2019 and expires on August 31, 2026.

12. COMMITMENTS AND CONTINGENCIES (continued)

Operating Leases (continued)

- ***Cheyenne Technology Center –*** On September 16, 2019, the Company entered into an operating facility lease for its retail and warehouse located in Las Vegas for 37 months expiring on November 31, 2022.

The two facility leases for two separate locations dated on July 25, 2019 and September 16, 2019. Rent expense paid under the lease agreements for the nine months ended April 30, 2020 was $343,005.

For operating leases, we calculated right of use assets and lease liabilities based on the present value of the remaining lease payments as of the date of adoption using the incremental borrowing rate. The adoption of ASC 842 resulted in recording an adjustment to operating lease right of use assets and operating lease liabilities of $1,147,316 million and $1,165,612 million as of April 30, 2020. The difference between the operating lease ROU assets and operating lease liabilities at transition represented existing deferred rent expenses and tenant improvements, and indirect costs that was derecognized. The adoption of ASC 842 did not materially impact our results of operations, cash flows, or presentation thereof.

In accordance with ASC 842, the components of lease expense were as follows:

For the nine months ended	*Fairways*	*Technology Center*	*Total*
Operating lease expense	$ 68,702	$ 11,151	$ 79,853
Total lease expense	**$ 68,702**	**$ 11,151**	**$ 79,853**

In accordance with ASC 842, maturities and operating lease liabilities as of April 30, 2020 were as follows:

Year ended July 31,	*Fairways*	*Technology Center*	*Total*
Undiscounted cash flows:			
2020	$ 63,173	$ 7,274	$ 70,447
2021	231,441	29,971	261,411
2022	235,520	31,169	266,689
2023	242,077	10,596	252,673
2024	248,635	—	248,635
Thereafter	540,986	—	540,986
Total undiscounted cash flows	1,561,831	79,010	1,640,841
Discounted cash flows:			
Lease liabilities - current	29,977	5,538	35,515
Lease liabilities - long-term	1,065,635	64,462	1,130,097
Total discounted cash flows	1,095,612	70,000	1,165,612
Difference between undiscounted and discounted cash flows	**$ 466,219**	**$ 9,010**	**$ 475,229**

In accordance with ASC 842, future minimum lease payments as of April 30, 2020 were as follows:

Year ended July 31,	*Fairways*	*Technology Center*	*Total*
Minimum lease payments			
2020	$ 57,763	$ 6,864	$ 64,627
2021	196,605	26,574	223,179
2022	177,447	25,017	202,464
2023	161,860	7,957	169,817
2024	147,534	—	147,534
Thereafter	267,288	—	267,288
Present values of minimum lease payments	**$ 1,008,497**	**$ 66,412**	**$ 1,074,909**

12. COMMITMENTS AND CONTINGENCIES (continued)

Contingencies

The Company is subject to various legal proceedings from time to time as part of its business. As of April 30, 2020, the Company was not currently party to any legal proceedings or threatened legal proceedings, the adverse outcome of which, individually or in the aggregate, it believes would have a material adverse effect on its business, financial condition and results of operations.

13. SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred after April 30, 2020 up through the date the financial statements were available to be issued. During this period, the Company did not have any material recognizable subsequent events required to be disclosed as of and for the year ended April 30, 2020 except for the following:

- Effective July 20, 2020, the Company issued an aggregate of 7,743,156 shares of common stock to various shareholders for subscriptions, services other consideration. $840,270 and 916,600, of the shares were issued for subscriptions received in the aggregate amount of $0 and 6,826,556 of the shares were issued for services.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PRELIMINARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Report contains forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These include statements about our expectations, beliefs, intentions or strategies for the future, which we indicate by words or phrases such as "anticipate," "expect," "intend," "plan," "will," "we believe," "Company believes," "management believes" and similar language. These forward-looking statements can be identified by the use of words such as "believes," "estimates," "could," "possibly," "probably," "anticipates," "projects," "expects," "may," "will," or "should," or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management's current expectations and are inherently uncertain. The forward-looking statements are based on the current expectations of Boomer Holdings. Inc. and are inherently subject to certain risks, uncertainties and assumptions, including those set forth in the discussion under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report. Actual results may differ materially from results anticipated in these forward-looking statements.

Investors are also advised to refer to the information in our previous filings with the Securities and Exchange Commission (SEC), especially on Forms 10-K, 10-Q and 8-K, in which we discuss in more detail various important factors that could cause actual results to differ from expected or historic results. It is not possible to foresee or identify all such factors. As such, investors should not consider any list of such factors to be an exhaustive statement of all risks and uncertainties or potentially inaccurate assumptions.

Impact of COVID-19

The Company's operations and business have experienced disruption due to the unprecedented conditions surrounding the COVID-19 pandemic spreading throughout the United States and the world. Due to the timing of initial and evolving governmental orders and guidelines impacting the Company's financial operations in New York, and West Virginia, as well as other contributors to the process of financial statement preparation in other U.S. states, relating to social distancing, stay in place orders, travel and other restrictions on business, necessary and immediate access of personnel, records and information have been adversely effected as set forth throughout this report.

Corporate History

Boomer Holdings Inc. was incorporated as Remaro Group Corp. under the laws of the State of Nevada on March 31, 2016. On January 7, 2020, the Company, then named Remaro Group Corp., executed and consummated an Agreement of Merger and Plan of Share Exchange (the "Exchange Agreement"), with Boomer Natural Wellness, Inc. ("BNW"), Boomer Naturals Holdings, Inc., a Nevada corporation ("Boomer"), Boomer Naturals, and the shareholders of Boomer (the "Exchange"). Upon consummation of the transactions set forth in the Exchange Agreement (the "Closing"), the Company adopted the business plan of Boomer Naturals. Pursuant to the terms of the Exchange Agreement, the Company agreed to acquire all of the outstanding shares of Boomer in exchange for the issuance of an aggregate 120,980,739 shares (the "Exchange Shares") of the Company's Common Stock and BNW agreed to retire 24,000,000 shares of the Company's Common Stock. Also on January 7, 2020, the Company approved an amendment to its Articles of Incorporation (the "Amendment") to: change the name of the Company to Boomer Holdings Inc.; effect a forward stock split on the basis of three-to-one (3:1); and to increase the number of authorized shares of capital stock to 210,000,000 of which 200,000,000 shares shall be Common Stock and 10,000,000 shares will be blank-check preferred stock, par value $0.001 per share.

Description of Our Business

Our mission is to develop and sell products of superior quality which improve the overall wellness of our customers. We are currently engaged in two principal product lines: (i) Boomer Botanics, our line of wellness products that contains our proprietary formula combining five natural and powerful ingredients that target the body's endocannabinoid system (ECS) which is the first FDA-compliant CBD alternative; and (ii) our line of face masks and other personal protection equipment.

Boomer Botanics

We are engaged in the research, development, acquisition, licensing and sales of specialized natural products which have FDA compliant ingredients and are impactful on the endocannabinoid system. These products powered by natural terpenes, include, edible and topical offerings. We are engaged in marketing and branding within the alternative CBD/THC space, including our trademark “CB5” brand which is a proprietary formula and currently patent pending. Boomer Naturals currently operates a retail store in Las Vegas Nevada and is currently negotiating a lease on the company’s flagship store in Manhattan New York. Boomer Natural products are also available in Golf Pro Shops, Specialty Stores, Chiropractic Offices and Nail Salons across the countries. Boomer Naturals has a robust online presence and enjoys material sales through its website at BoomerNaturals.com.

Our Strategy

With our CB5 formula we believe are in a unique position to brand our line. Our FDA compliant product will give us access to advertising on national television and social media platforms like Facebook and Google. In addition we expect to air promotional/educational content throughout 2020 on PBS affiliates across the country as well as a corporate sponsorship at Madison Square Garden and the MSG network.

However, as a result of COVID-19 Pandemic, there can be no assurance that we will be able to increase any retail sales of our CB5 products. Most of the stores that sell our CB5 products are non-essential retail stores so the ability to generate sales will be subject to these stores re-opening sufficiently in the near future and consequently remaining open, of which we can offer no predictions or assurances.

Online Sales

Through its websites and internet advertising, Boomer will be able to brand its products while informing consumers of the attributes of CB5. This direct to consumer interaction could pave the way for significant online sales through the Boomer Naturals website.

National Retail Chains.

As a result of the Pandemic, most non-essential retail stores were required to be closed since March 2020. Further, many National Retail Chains are hesitant to introduce CBD related products on a national scale and thus far have only offered topical products in regional test markets. We believe as stores reopen, the FDA compliant ingredients in CB5 will allow these chains to offer Boomer Natural products in both topical and ingestible forms nation-wide.

Golf

As a result of the Pandemic, most golf courses and non-essential retail stores that sold golf-related products were required to be closed since March 2020. As stores reopen and items are phased in, we plan to continue to grow our distribution network in the golf space in part through our relationship with PGA Magazine and the PGA Merchandising Show. With access to vendors through these mediums and the ability to advertise we will be able to best utilize of our wide-ranging wholesale sales network. We are in a unique position to capture a significant share of the expansive golf market.

Overseas opportunities

Boomer has begun discussions with distributors in over 7 countries to carry the Boomer Naturals CB5 product line. These distributors see a unique opportunity to fulfill consumer demand via CB5 where CBD is not available to sell.

In addition, we intend to seek new branding and licensing opportunities for our intellectual property and we will seek strategic corporate and product acquisitions.

Boomer Medical Products

Upon most U.S. States issuing some level of Stay-At-Home orders arising from the COVID-19 pandemic, the short-term business strategy of Boomer Naturals shifted. Boomer Naturals received its first round of Tommy Bahama orders during March 2020 and expected that Tommy Bahama would be reordering on a monthly basis to replenish stock at all of its brick and mortar retail locations. In addition, we believe Tommy Bahama intended to launch an aggressive e-commerce campaign commencing with email advertisements to its significant database of customers.

Once the Stay-At-Home orders took effect, Tommy Bahama was required to close its retail stores for several months and further elected to delay any major e-commerce marketing initiatives due to their belief that consumers were primarily spending money on food and other necessities as opposed to engaging in significant discretionary spending during the Pandemic. It would have been reasonably expected that said actions by Tommy Bahama would have caused a significant delay in revenues to the Company. However, management saw an opportunity to remain consistent with its health and wellness brand strategy by expanding its offerings to face coverings and other products within the Personal Protective Equipment category.

Commencing in April 2020, Boomer Naturals began to offer for online retail sale at its website a variety of face coverings and sanitizers. During this period, Boomer Naturals began running advertisements on television, radio and various digital platforms featuring face coverings. Due the overwhelming demand for such items, e-commerce sales have grown to over 1,000 orders per day as of April 30, 2020. This increased revenue stream was able to replace the anticipated revenue arising from the Tommy Bahama relationship. In addition, while the e-commerce PPE vertical continued to grow, Boomer Naturals began to receive some interest in wholesale purchases of face coverings and other protective equipment. Boomer Naturals is in the early-stages of growing a wholesale PPE division. While no assurance can be given regarding the performance of the Boomer Medical products division, the Company anticipates that this division will continue to generate revenues for the next three to six months to accompany the expected reemergence of the CB5 division upon Tommy Bahama retail stores reopening and increase overall brand awareness from the retail focused advertising campaign.

Although the margins on protective equipment are lower than CB5 products, it is anticipated that this division will still yield material top line revenue and profits to assist Boomer Naturals in meeting or exceeding its 2020 Guidance. In the event both divisions prosper simultaneously, 2020 Guidance could foreseeably be exceeded; however, due to the uncertainty of the PPE division arising from uncertainty of medical trends in prevention and treatment from COVID-19, management believes the most accurate and transparent position with respect to its financial affairs is to maintain its current 2020 Guidance.

Results of Operations

Three Months Ended April 30, 2020 (Unaudited) Compared to Three Months Ended April 30, 2019 (Unaudited):

	Three Months Ended April 30,					
	2020		2019		Changes	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Net revenue	$ 1,249,373	100.0%	$ —	0.0%	$ 1,249,373	100.0%
Cost of Goods Sold	782,982	62.7%	—	0.0%	782,982	62.7%
Gross profit	466,391	37.3%	—	0.0%	466,391	37.3%
Operating expenses:						
Advertising and marketing	427,743	34.2%	—	0.0%	427,743	34.2%
General and administrative	552,904	44.3%	—	0.0%	552,904	44.3%
Payroll and payroll taxes	662,656	53.0%	—	0.0%	662,656	53.0%
Professional fees	582,875	46.7%	—	0.0%	582,875	46.7%
Research and development	539	0.0%	—	0.0%	539	0.0%
Depreciation and amortization	11,536	0.9%	—	0.0%	11,536	0.9%
Rent	144,910	11.6%	—	0.0%	144,910	11.6%
Total operating expenses	2,383,163	190.7%	—	0.0%	2,382,163	190.7%
Loss from operations	(1,916,772)	-153.4%	—	0.0%	(1,916,772)	-153.4%
Other Income (Expense):						
Interest expense	(91,274)	-7.3%	—	0.0%	(91,274)	-7.3%
Other income	1,790	0.1%	—	0.0%	1,790	0.1%
Total other income (expense)	(89,484)	-7.2%	—	0.0%	(89,484)	-7.2%
Loss before provision for income taxes	(2,006,256)	-160.6.%	—	0.0%	(2,006,256)	-160.6%
Provision for income taxes	—	0.0%	—	0.0%	—	0.0%
Net loss	**$ (2,006,256)**	**-160.6%**	**$ —**	**0.0%**	**$ (2,006,256)**	**-160.6%**

Revenue

Our revenue during the three months ended April 30, 2020 we had $1,249,373 in revenues, coming from PPE products, sales, retail, and wholesale income from customers that purchased our CB5 wellness products, compared to $0 from these revenue sources for the same period one year ago. We expect the revenue we receive from PPE and CB5 wellness products to continue to grow as sales increase.

Cost of Goods Sold

Our Cost of Goods Sold ("COGS") for sales of PPE and CB5 wellness products consists of the cost of acquiring and manufacturing the product to the customer. For the three months ended April 30, 2020, our COGS associated with PPE products and CB5 wellness was $782,982. Most orders are delivered directly to the customer, without any handling, storage or processing by us. We did not have any COGS for the three months ended April 30, 2019 as we did not have any revenue during that same period.

Operating Expenses

Overall, operating expenses increased for the three months ended April 30, 2020, in the amount of $2,383,163 as the Company ramped up operations.

Non-Operating Expenses

We incurred interest expense related to notes payable and lines of credit in the amount of $91,274 for the three months ended April 30, 2020.

Results of Operations

Nine Months Ended April 30, 2020 (Unaudited) Compared to Nine Months Ended April 30, 2019 (Unaudited):

	Nine Months Ended April 30,					
	2020		2019		Changes	
	Amount	% of Revenue	Amount	% of Revenue	Amount	%
Net revenue	$ 1,676,936	100.0%	$ —	0.0%	$ 1,676,936	100.0%
Cost of Goods Sold	936,369	55.8%	—	0.0%	936,369	55.8%
Gross profit	740,567	44.2%	—	0.0%	740,567	44.2%
Operating expenses:						
Advertising and marketing	1,067,396	63.7%	—	0.0%	1,067,396	63.7%
General and administrative	1,083,610	64.6%	—	0.0%	1,083,610	64.6%
Payroll and payroll taxes	1,566,840	93.4%	—	0.0%	1,566,840	93.4%
Professional fees	1,550,257	92.4%	—	0.0%	1,550,257	92.4%
Research and development	17,024	1.0%	—	0.0%	17,024	1.0%
Depreciation and amortization	19,834	1.2%	—	0.0%	19,834	1.2%
Rent	343,005	20.5%	—	0.0%	343,005	20.5%
Total operating expenses	5,647,966	336.8%	—	0.0%	5,647,966	336.8%
Loss from operations	(4,907,399)	-292.6%	—	0.0%	(4,907,399)	-292.6%
Other Income (Expense):						
Interest expense	(175,864)	-10.5%	—	0.0%	(175,864)	-10.5%
Other income	3,280	0.2%	—	0.0%	3,280	0.2%
Total other income (expense)	(172,584)	-10.3%	—	0.0%	(172,584)	-10.5%
Loss before provision for income taxes	(5,079,983)	-302.9%	—	0.0%	(5,079,983)	-302.9%
Provision for income taxes	—	0.0%	—	0.0%	—	0.0%
Net loss	**$ (5,079,983)**	**-302.9%**	**$ —**	**0.0%**	**$ (5,079,983)**	**-302.9%**

Revenue

Our revenue during the nine months ended April 30, 2020 we had $1,676,936 in revenues, coming from PPE products, sales, retail, and wholesale income from customers that purchased our CB5 wellness products, compared to $0 from these revenue sources for the same period one year ago. We expect the revenue we receive from PPE and CB5 wellness products to continue to grow as sales increase.

Cost of Goods Sold

Our Cost of Goods Sold ("COGS") for sales of PPE and CB5 wellness products consists of the cost of acquiring and manufacturing the product to the customer. For the nine months ended April 30, 2020, our COGS associated with PPE products and CB5 wellness was $936,369. Most orders are delivered directly to the customer, without any handling, storage or processing by us. We did not have any COGS for the nine months ended April 30, 2019 as we did not have any revenue during that same period.

Operating Expenses

Overall, operating expenses increased for the nine months ended April 30, 2020, in the amount of $5,647,966 as the Company ramped up operations.

Non-Operating Expenses

We incurred interest expense related to notes payable and lines of credit in the amount of $175,864 for the nine months ended April 30, 2020.

Liquidity and Capital Resources

Our principal liquidity requirements are for working capital and capital expenditures. We fund our liquidity requirements primarily through cash on hand, cash flows from operations and borrowings from through debt. We ended April 30, 2020 with $128,115 of cash compared with $152,667 as of July 31, 2019.

The following table summarizes our cash flows from operating, investing, and financing activities:

	Nine Months Ended April 30,	
	2020	2019
Net cash provided by (used in) operating activities	$ (5,410,046)	$ —
Net cash provided by (used in) investing activities	(114,538)	—
Net cash provided by (used in) financing activities	5,500,032	—
Net increase (decrease) in cash	$ (24,552)	—

Operating Activities – For the nine months ended April 30, 2020 and 2019, net cash used in operating activities was $(5,410,046) and $0, respectively, primarily due to loss of $5,079,983 for the nine months ended April 30, 2020.

Investing Activities – Cash used in investing activities primarily consisted of purchases of property and equipment.

Financing Activities – Net cash provided by or used in financing activities primarily consisted of net borrowings from notes payable and lines of credit of $4,260,837 and $1,630,238 for the nine months ended April 30, 2020 and borrowings of debt and issuances of common stock of $2,377,000 for the nine months ended April 30, 2020.

CRITICAL ACCOUNTING POLICIES

Our critical accounting estimates are included in our significant accounting policies as described in Note 2 of the consolidated financial statements of this Form 10-Q. Those consolidated financial statements were prepared in accordance with GAAP. Critical accounting estimates are those that we believe are most important to the portrayal of our financial condition and results of operations. The preparation of our consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expense. Our estimates are evaluated on an ongoing basis and drawn from historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial statements are prepared. Actual results may differ from our estimates. Management believes that the following accounting estimates reflect the more significant judgments and estimates we use in preparing our consolidated financial statements.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, the price is fixed or determinable, and collectability is reasonably assured, and delivery has occurred or services have been rendered. The Company offers the CB5 proprietary formula various channels, e-commerce, and brick and mortar retail

The Company includes shipping and handling costs in cost of sales. Amounts billed for shipping and handling are included with revenues in the statement of operation.

The Company recognizes an allowance for estimated future sales returns in the period revenue is recorded, based on pending returns and historical return data, among other factors. Management did not believe any allowance for sales returns was required at April 30, 2020.

Advertising Expense

Advertising costs are expensed as incurred. Advertising expense amounted to $1,067,396 and $427,743 for the nine and three months ended April 30, 2020, respectively.

Accounts Receivable

Accounts receivable are carried at original invoice amount less the allowance for doubtful accounts based on a review of all outstanding amounts at year end. Management determines the allowance for doubtful accounts based on a combination of write-off history, aging analysis, and any specific known troubled accounts. Trade receivables are written off when deemed uncollectible.

Inventories

Inventories primarily consist of finished goods and are stated at the lower of cost (first-in-first-out) or market. The Company maintains an allowance for potentially excess and obsolete inventories and inventories that are carried at costs that are higher than their estimated net realizable values.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Treasurer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our Chief Executive Officer and Treasurer concluded that, as a result of the material weaknesses described below, as of April 30, 2020, our disclosure controls and procedures are not designed at a reasonable assurance level and are ineffective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Treasurer, as appropriate, to allow timely decisions regarding required disclosure. The material weaknesses, which relate to internal control over financial reporting, that were identified are:

- We did not have enough personnel in our accounting and financial reporting functions. As a result, we were not able to achieve adequate segregation of duties and were not able to provide for adequate reviewing of the financial statements. This control deficiency, which is pervasive in nature, results in a reasonable possibility that material misstatements of the financial statements will not be prevented or detected on a timely basis.

Management believes that the hiring of additional personnel who have the technical expertise and knowledge with the non-routine or technical issues we have encountered in the past will result in both proper recording of these transactions and a much more knowledgeable finance department as a whole. Due to the fact that our accounting staff consists of a Principal Financial Officer, a bookkeeper and external accounting consultants, additional personnel will also ensure the proper segregation of duties and provide more checks and balances within the department. Additional personnel will also provide the cross training needed to support us if personnel turnover issues within the department occur. We believe this will eliminate or greatly decrease any control and procedure issues we may encounter in the future.

We will continue to monitor and evaluate the effectiveness of our disclosure controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow. We are currently searching for a full-time Chief Financial Officer and support personnel to assist in the Company’s internal controls.

Item 4. Controls and Procedures (continued)

Following the reporting period, the Company realized it was necessary to enhance its Accounting Department, particularly in terms of its GAAP reporting capabilities. In May 2020 the Company retained a financial consulting firm and hired retained an interim Chief Financial Officer in a non-executive capacity plus additional seasoned, accounting personnel with technical expertise to eliminate controls and procedures issues. In addition, we have retooled and enhanced the accounting department to avoid material misstatements. The Interim CFO, a licensed CPA, has facilitated many changes to the department that have enhanced the bandwidth and technical expertise of the group. The Company will have the option to convert this Interim CFO to its permanent CFO in fiscal year 2021.

There is now a strong emphasis on formalizing processes, development of sound internal controls, and enhancing the Accounting Department in the next few months. After the personnel restructuring of this department is complete, there will be continued efforts to develop/enhance a robust system of internal controls, a proper system of checks and balances, and proper segregation of duties, to mitigate the possibility of material misstatement in the financial statements and/or misappropriation of funds.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

In addition to the Risk Factors included in the section entitled “Risk Factors” in our Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 11, 2020 (the “Registration Statement”), which are incorporated herein by reference, the following additional risk factor have evolved and become material to our business since the filing of the Registration Statement.

Risks Related to Pandemics

The recent COVID-19 pandemic may adversely affect our business, results of operations, financial condition, liquidity, and cash flow.

While the impact on our business from the recent outbreak of the COVID-19 is unknown at this time and difficult to predict, various aspects of our business could be adversely affected by it.

As of the date of this report, COVID-19 has been declared a pandemic by the World Health Organization, has been declared a National Emergency by the United States Government and has resulted in several states being designated disaster zones. COVID-19 caused significant volatility in global markets, including the market price of our securities. The spread of COVID-19 has caused public health officials to recommend precautions to mitigate the spread of the virus, especially as to travel and congregating in large numbers. In addition, certain states and municipalities have enacted, and additional cities are considering, quarantining and “shelter-in-place” regulations which severely limit the ability of people to move and travel, and require non-essential businesses and organizations to close.

It is unclear how such restrictions, which will contribute to a general slowdown in the global economy, will affect our business, results of operations, financial condition and our future strategic plans.

Securities Markets Risks

General securities market uncertainties resulting from the COVID-19 pandemic.

Since the outset of the pandemic the US and worldwide national securities markets have undergone unprecedented stress due to the uncertainties of the pandemic and the resulting reactions and outcomes of government, business and the general population. These uncertainties have resulted in declines in all market sectors, increases in volumes due to flight to safety and governmental actions to support the markets. As a result, until the pandemic has stabilized, the markets may not be available to the Company for purposes of raising required capital. Should we not be able to obtain financing when required, in the amounts necessary to execute on our plans in full, or on terms which are economically feasible we may be unable to sustain the necessary capital to pursue our strategic plan and may have to reduce the planned future growth and scope of our operations.

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

Effective July __, 2020, the Company issued an aggregate of 7,743,156 shares of common stock to various shareholders for subscriptions, services other consideration. [________] of the shares were issued for subscriptions received in the aggregate amount of [$________] and [___________] of the shares were issued for services.

The securities described above were offered and sold in reliance upon exemptions from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder. Where applicable, the Securities Purchase Agreements contain representations to support the Company's reasonable belief that the investors had access to information concerning the Company's operations and financial condition, the investors acquired the securities for their own account and not with a view to the distribution thereof in the absence of an effective registration statement or an applicable exemption from registration, and that the Investors are sophisticated within the meaning of Section 4(2) of the Securities Act and are "accredited investors" (as defined by Rule 501 under the Securities Act). In addition, the sale of securities did not involve a public offering; the Company made no solicitation in connection with the sale other than communications with the investors; the Company obtained representations from the investors regarding their investment intent, experience and sophistication; and the investors either received or had access to adequate information about the Company in order to make an informed investment decision.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosure.

Not applicable.

Item 5. Other Information.

On April 21, 2020, the Company received loan proceeds in the amount of $347,700 under the Paycheck Protection Program ("PPP") from Cross River Bank, Inc. ("Lender"). The PPP was established as part of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), provides for loans to qualifying businesses for amounts up to 2.5 times the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent, and utilities, and maintains its payroll levels. Per PPP loan forgiveness guidelines, the Company expects the loan to be forgiven, based on qualifying business expenses.

On April 14, 2020, the Company received loan proceeds in the amount of $10,000 from the U.S. Small Business Administration (SBA). The loan maturity date is April 13, 2050, and bears interest at a rate of 3.75% per annum, payable monthly.

Effective July __, 2020, the Company issued an aggregate of 7,743,156 shares of common stock to various shareholders for subscriptions, services other consideration. [________] of the shares were issued for subscriptions received in the aggregate amount of [$________] and [___________] of the shares were issued for services.

The securities described above were offered and sold in reliance upon exemptions from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder. Where applicable, the Securities Purchase Agreements contain representations to support the Company's reasonable belief that the investors had access to information concerning the Company's operations and financial condition, the investors acquired the securities for their own account and not with a view to the distribution thereof in the absence of an effective registration statement or an applicable exemption from registration, and that the Investors are sophisticated within the meaning of Section 4(2) of the Securities Act and are "accredited investors" (as defined by Rule 501 under the Securities Act). In addition, the sale of securities did not involve a public offering; the Company made no solicitation in connection with the sale other than communications with the investors; the Company obtained representations from the investors regarding their investment intent, experience and sophistication; and the investors either received or had access to adequate information about the Company in order to make an informed investment decision.

Item 6. Exhibits.

(a) Exhibits.

Exhibit No.	Document Description
31.1	CERTIFICATION of CEO/CFO PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
32.1	CERTIFICATION of CEO/CFO PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEYACT OF 2002
Exhibit 101	Interactive data files formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to the Consolidated Financial Statements. *
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 of the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

BOOMER HOLDINGS, INC.

Date: July 27, 2020 *[/s/ Mike Quaid]*

Mike Quaid, Chief Executive Officer (Principal Executive Officer)

EXHIBIT INDEX

Exhibit No.	Document Description
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Exhibit 31.1

CERTIFICATION

I, Mike Quaid, Chief Executive Officer of Boomer Holdings, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Boomer Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 27, 2020

/s/ Mike Quaid
Mike Quaid, Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Daniel Capri, Treasurer of Boomer Holdings, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Boomer Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 27, 2020

/s/ Daniel Capri

Daniel Capri, Treasurer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Boomer Holdings, Inc. (the "Company") on Form 10-Q for the period ended April 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 27, 2020

/s/ Mike Quaid
Mike Quaid, Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Boomer Holdings, Inc. (the "Company") on Form 10-Q for the period ended April 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 27, 2020

/s/ Daniel Capri

Daniel Capri, Treasurer
(Principal Financial Officer)