

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Epazz, Inc.

55 E Jackson Blvd., Chicago, IL 60604

312-955-8161

www.epazz.com

investors@epazz.net

SIC: 7372

Quarterly Report

For the Period Ending: June 30, 2022
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

536,012,790

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

536,012,790

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

491,422,859

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

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

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

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

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

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

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

N/A

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

Wyoming, currently and since May 16, 2017.

Illinois since March 23, 2000

Active

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

N/A

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

None

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

55 E Jackson Blvd, Chicago, IL 60604

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

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

325 N. Milwaukee, Suite G1, Wheeling, IL 60090

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

Yes: ☐ No: ☒

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

N/A

2) Security Information

Trading symbol:

EPAZ

Exact title and class of securities outstanding:

Class A Common Stock

CUSIP:

29413V606

Par or stated value:

0.01

Total shares authorized:

600,000,000

as of date: June 30, 2022

Total shares outstanding:

536,012,852

as of date: June 30, 2022

Number of shares in the Public Float²: 311,083,782 as of date: June 30, 2022
Total number of shareholders of record: 64 as of date: June 30, 2022

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

Trading symbol: EPAZ
Exact title and class of securities outstanding: Class B Common Stock
CUSIP: 29413V606
Par or stated value: 0.01
Total shares authorized: 23,000,000 as of date: June 30, 2022
Total shares outstanding: 23,000,000 as of date: June 30, 2022

Transfer Agent

Name: Colonial Stock Transfer Co.
Phone: 801-355-5740
Email: amyparker@colonialstock.com
Address: 7840 S. 700 E. Sandy, UT 84070

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of <u>January 1, 2020</u>	<u>Opening Balance:</u> Common A: <u>300,775,601</u> Common B: <u>23,000,000</u> Preferred A: <u>4,739,089</u> Preferred B: <u>4,900,727</u> Preferred C: <u>10,755,831</u> Preferred E: <u>20</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>October 15, 2020</u>	<u>New</u>	<u>10,000,002</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>October 15, 2020</u>	<u>Cancel</u>	<u>3,333,334</u>	<u>Preferred C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>December 28, 2020</u>	<u>Cancel</u>	<u>300,000</u>	<u>Preferred B</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>December 28, 2020</u>	<u>New</u>	<u>30,300,000</u>	<u>Preferred C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
Shares Outstanding on <u>December 31, 2020</u> :	<u>Ending Balance:</u> Common A: <u>310,775,603</u> Common B: <u>23,000,000</u> Preferred A: <u>4,739,089</u> Preferred B: <u>4,600,727</u> Preferred C: <u>37,722,497</u> Preferred E: <u>20</u>								
Number of Shares outstanding as of <u>January 1, 2021</u>	<u>Opening Balance:</u> Common A: <u>310,775,603</u> Common B: <u>23,000,000</u> Preferred A: <u>4,739,089</u> Preferred B: <u>4,600,727</u> Preferred C: <u>37,722,497</u> Preferred E: <u>20</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>January 8, 2021</u>	<u>Cancel</u>	<u>5,734,166</u>	<u>Preferred C</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>

<u>January 8, 2021</u>	<u>New</u>	<u>17,202,498</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>January 21, 2021</u>	<u>Cancel</u>	<u>3,000,000</u>	<u>Preferr ed C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>January 21, 2021</u>	<u>New</u>	<u>9,000,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>February 12, 2021</u>	<u>New</u>	<u>4,444,758</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>Advocate CPA, Inc.</u>	<u>Serviced provided</u>	<u>Restricted</u>	<u>Exemption</u>
<u>March 10, 2021</u>	<u>Cancel</u>	<u>400,000</u>	<u>Pref B</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>March 10, 2021</u>	<u>New</u>	<u>40,400,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>March 11, 2021</u>	<u>Cancel</u>	<u>5,000,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>March 11, 2021</u>	<u>New</u>	<u>15,000,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>March 24, 2021</u>	<u>Cancel</u>	<u>5,000,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>March 24, 2021</u>	<u>New</u>	<u>15,000,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>April 9, 2021</u>	<u>Cancel</u>	<u>6,000,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>April 9, 2021</u>	<u>New</u>	<u>18,000,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>September 13, 2021</u>	<u>Cancel</u>	<u>5,000,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>September 13, 2021</u>	<u>New</u>	<u>15,000,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>September 17, 2021</u>	<u>Cancel</u>	<u>6,500,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>September 17, 2021</u>	<u>New</u>	<u>19,500,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>Star Financial Corporation</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>October 1, 2021</u>	<u>New</u>	<u>10,000,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>New To The Street Group, LLC</u>	<u>Serviced provided</u>	<u>Restricted</u>	<u>Exemption</u>

<u>October 11, 2021</u>	<u>Cancel</u>	<u>5,000,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>October 11, 2021</u>	<u>New</u>	<u>15,000,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>November 16, 2021</u>	<u>New</u>	<u>7,500,000</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>New To The Street Group, LLC</u>	<u>Serviced provided</u>	<u>Restricted</u>	<u>Exemption</u>
Shares Outstanding on <u>December 31, 2021:</u>	<u>Ending Balance:</u> Common A: <u>491,422,859</u> Common B: <u>23,000,000</u> Preferred A: <u>4,739,089</u> Preferred B: <u>4,200,727</u> Preferred C: <u>59,021,067</u> Preferred E: <u>20</u>								
Shares Outstanding on <u>January 1, 2022:</u>	<u>Ending Balance:</u> Common A: <u>491,422,859</u> Common B: <u>23,000,000</u> Preferred A: <u>4,739,089</u> Preferred B: <u>4,199,727</u> Preferred C: <u>59,021,067</u> Preferred E: <u>20</u>								
<u>January 14, 2022</u>	<u>Cancel</u>	<u>300,000</u>	<u>Pref B</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>January 14, 2022</u>	<u>New</u>	<u>30,300,000</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>GG Mars Capital, Inc.</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>January 25, 2022</u>	<u>Cancel</u>	<u>14,863,331</u>	<u>Pref C</u>	<u>.01</u>	<u>No</u>	<u>Cede & Co (Fast)</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
<u>January 25, 2022</u>	<u>Cancel</u>	<u>44,589,993</u>	<u>Common A</u>	<u>.01</u>	<u>No</u>	<u>Cede & Co (Fast)</u>	<u>Share Class Conversion</u>	<u>Restricted</u>	<u>Exemption</u>
Shares Outstanding on <u>June 30, 2022:</u>	<u>Ending Balance:</u> Common A: <u>536,012,852</u> Common B: <u>23,000,000</u> Preferred A: <u>4,739,089</u> Preferred B: <u>3,899,727</u> Preferred C: <u>74,457,736</u> Preferred E: <u>20</u>								

1. GG Mars Capital, Inc. is controlled by Vivienne Passley, a family member of the CEO.

2. Star Financial Corporation is controlled by Fay Passley, a family member of the CEO.
3. Advocate CPA, Inc. is controlled by James Sherman.

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>April 3, 2019</u>	<u>\$250,000</u>	<u>\$0</u>		<u>December 21, 2021</u>	<u>Line of Credit for up to \$250,000. 5,000,000 Common A issued as loan origination fee</u>	<u>Cloud Builder, Inc. controlled by Suzanne Schwickert.</u>	<u>Line of credit</u>
<u>August 12, 2019</u>	<u>\$250,000</u>	<u>\$0</u>		<u>December 21, 2021</u>	<u>Line of Credit for up to \$500,000. 20,000,000 Common A issued as loan origination fee</u>	<u>Cloud Builder, Inc. controlled by Suzanne Schwickert.</u>	<u>Line of credit</u>

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

On December 31, 2018, GG Mars Capital, Inc., a related party, entered into an agreement whereas \$26,000 of debt and \$14,000 of accrued interest was assigned to Michael Sherman and converted into 4,000,000 shares of Epazz Class A Common Stock at \$0.01 per share.

On February 11, 2019, GG Mars Capital, Inc., a related party, entered into an agreement whereas \$25,000 of debt and \$29,007 of accrued interest was assigned to a third party and converted into 5,400,700 shares of Epazz Class A Common Stock at \$0.01 per share.

On February 28, 2019, Star Financial Corporation, a related party, entered into an agreement whereas \$24,000 of debt and \$24,733 of accrued interest was assigned to a third party and converted into 4,873,300 shares of Epazz Class A Common Stock at \$0.01 per share.

On April 3, 2019, the Company entered into to a line of credit agreement with Cloud Builder, Inc. to provide up to \$250,000 at 6% interest rate. The line of credit can be increase upon written approval and also can be converted into a long term note for 36 months upon written approval. As part of the line of credit agreement Cloud Builder was issued 5,000,000 of Epazz

Class A Common Stock at \$0.017 as a loan origination fee.

On August 12, 2019, the Company entered into to a line of credit agreement with Cloud Builder, Inc. to provide up to \$500,000 at 6% interest rate. The line of credit can be increase upon written approval and also can be converted into a long term note for 36 months upon written approval. As part of the line of credit agreement Cloud Builder was issued 20,000,000 of Epazz Class A Common Stock at \$0.01 as a loan origination fee.

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: James Sherman
Title: CPA
Relationship to Issuer: Accountant

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

Posted to Otcmarkets.com on August 13, 2022 [Financial Statements for June 30, 2022](#)

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

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

5) Issuer's Business, Products and Services

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

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

Epazz, Inc. specializes in enterprise cryptocurrency blockchain mobile apps and cloud business process software with over 500 repeat customers. New Bitcoin Mobile app is a financial technology company that offers a unique Bitcoin and Ethereum payment mobile app software, allowing consumers to acquire Bitcoin at the point-of-sale. The consumer can then use the cryptocurrency or digital currency to make a purchase at the store with ease. Epazz technology makes it easy to convert legacy systems into cloud business process software, for which the company then charges an annual subscription fee. Epazz has acquired eleven software companies that have converted or are in the process of converting their legacy software products to cloud software using Epazz's technology. Epazz then markets the new cloud-based solutions to new and existing customers.

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

DeskFlex, Inc., K9 Bytes, Inc. MSHealth, Inc., Telecorp Products, Inc. Jadian, Inc.
All subsidiaries have the same business contact information and officers.

C. Describe the issuers' principal products or services.

Epazz BoxesOS v3.0

Epazz BoxesOS v3.0 (Web Infrastructure Operating System) is the Company's flagship product. It is the core package of Epazz, Inc.'s products and services. Epazz BoxesOS integrates with each organization's back-end systems and provides a customizable personal information system for each stakeholder.

AutoHire Software

AutoHire system is the interactive question and online screening and ranking system. The interactive question system provides a means for the client to maintain their own library of questions and to attach selected questions to job opportunities posted. Responses obtained can be used to screen and rank candidates to permit hiring managers to focus their attention on only the most suitable candidates. We believe that result can have a substantial impact on the cost of recruiting and the quality of candidates selected.

Desk Flex Software

DFI developed the Desk/Flex Software ("Desk/Flex") to enhance the value of businesses' real estate investments and modernize their office space. Desk/Flex lets businesses make better use of office space restrictions by enabling employees to instantly access their workstation tools from multiple areas in and outside of the office. Desk/Flex lets employees reserve space in advance or claim space instantly. It adjusts the telephone switch (Private Branch Exchange or "PBX") so that calls ring at the 'desk du jour', or go directly to voice mail when a worker is not checked in.

Agent Power Software

Agent Power Software ("Agent Power") is PRMI's proprietary software line. PRMI believes Agent Power provides vital information and tools for call centers to help improve their workforce management. Historical, real-time, and forecast information is available at the touch of a button to plan, control, and monitor a business's call center. Coordinated stand-alone modules allow a company to develop employee schedules, track queue and agent performance, communicate this information with the company's agents and improve workforce management.

IntelliSys Software

IntelliSys developed the IPMC Software ("IPMC")(Integrated Plant Management Control) which is a software system design for water and wastewater facility management. IPMC is the technology-based strategy for optimizing operations by automatically collecting, managing, organizing and disseminating information for the operations, management, laboratory, maintenance, and engineering functions.

K9 Bytes Software

K9 Bytes develops and sells point of sale ("POS") software products that focus on core application areas related to pet care: pet boarding, daycare, grooming, training, and other pet care services (including dog walking and pet sitting). K9 Bytes products include scheduling, billing, retail inventory and general POS capabilities; including credit and debit card processing, collar printers, digital signature tablets, and biometric/fingerprint identification hardware.

MS Health Software

MSHSC developed and sells CHMCi, an enterprise wide solution that includes tools to effectively provide, manage, bill, and track behavioral healthcare and social services. With CMHci, an organization will realize the benefits of increased efficiency, accountability, and productivity. CMHci offers server-based, internet, and secure cloud computing enabling the user to access information as required. By maintaining a complete electronic client record, including data collection and reporting across multiple programs, locations, episodes of care, and service providers, CMHci helps eliminate redundant record keeping. The scheduler component tracks client, staff, and group appointments. Easy to use, it interfaces seamlessly with service authorization tracking, service history, and billing. The integrated financial reporting component provides the basis for an efficient and comprehensive accounting system, including electronic claims and remittance, third party insurance, and client, municipality, and grantor billing.

Jadian Software

Jadian is a globally-operating software and services company that provides complete solutions for managing compliance, audits, inspections, work orders, licenses/certificates/permits, and enforcement activities. Jadian's compliance solutions are being used by wide variety of private industry companies and government agencies, including public health agencies, audit and inspection companies, food manufacturers, organic certifiers, road transportation authorities, national accreditation bodies, and federal agencies.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

325 N. Milwaukee Ave., #G1, Wheeling, IL 60090

Lease term, month to month.

55 E. Jackson Blvd, Chicago, IL 60604

Lease term, 5-year lease.

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

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Shaun Passley</u>	<u>Officer/Director/Control</u>	<u>Chicago, IL</u>	<u>202,355,175</u>	<u>Common A</u>	<u>37.8%</u>	<u> </u>
<u>Shaun Passley</u>	<u>Officer/Director/Control</u>	<u>Chicago, IL</u>	<u>23,000,000</u>	<u>Common B</u>	<u>100%</u>	<u>Control shares</u>
<u>Shaun Passley</u>	<u>Officer/Director/Control</u>	<u>Chicago, IL</u>	<u>4,739,089</u>	<u>Pref A</u>	<u>100%</u>	<u> </u>
<u>Craig Passley</u>	<u>Shareholder</u>	<u>Chicago, IL</u>	<u>592,487</u>	<u>Pref B</u>	<u>15.1%</u>	<u> </u>
<u>GG Mars Capital, Inc. ¹</u>	<u>Shareholder</u>	<u>Arlington Heights, IL</u>	<u>1,480,128</u>	<u>Pref B</u>	<u>37.9%</u>	<u> </u>
<u>Star Financial Corporation ²</u>	<u>Shareholder</u>	<u>Long Grove, IL</u>	<u>1,692,128</u>	<u>Pref B</u>	<u>43.4%</u>	<u> </u>
<u>GG Mars Capital, Inc. ¹</u>	<u>Shareholder</u>	<u>Arlington Heights, IL</u>	<u>30,300,000</u>	<u>Pref C</u>	<u>40.7%</u>	<u> </u>
<u>Star Financial Corporation ²</u>	<u>Shareholder</u>	<u>Long Grove, IL</u>	<u>22,025,000</u>	<u>Pref C</u>	<u>29.6%</u>	<u> </u>

1. GG Mars Capital, Inc. is controlled by Vivienne Passley, a family member of the CEO.

2. Star Financial Corporation is controlled by Fay Passley, a family member of the CEO.

8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

Jadian, Inc. v. National Quality Assurance USA, Inc.: Jadian filed a complaint NQA for misappropriation of trade secrets in Michigan Western District Court on October 17, 2017.

Jadian, Inc. appealed the case. There was a hearing in June 2021.

9) Third Party Providers

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

Securities Counsel

Name: Jefferey J. Whitehead, Esq.
Firm: Whitehead & Burnett
Address 1: 6980 O'Bannon Drive, Las Vegas, Nevada 89117
Address 2: _____
Phone: 702-267-6500
Email: assistant@whiteheadburnett.com

Accountant or Auditor

Name: Siddharth Bansal
Firm: Bansal & Co., LLP
Address 1: A-6 Maharani Bagh, New Delhi, 100065, India
Address 2: _____
Phone: 011 4162-6470-71
Email: info@bansalco.com

Investor Relations

Name: _____

Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Shaun Passley certify that:

1. I have reviewed this quarterly disclosure statement of Epazz, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/13/2022 [Date]

/s/ [Shaun Passley] [CEO's Signature]

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

Principal Financial Officer:

I, Shaun Passley certify that:

1. I have reviewed this quarterly disclosure statement of Epazz, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/13/2022 [Date]

/s/ [Shaun Passley] [CFO's Signature]

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