

Blockhold Capital Corporation

3226 Clark Rd.
Sarasota, FL, 34231

(502)295-7424
www.telecareholdings.com
info@telecareholdings.com
8748

Quarterly Report

For the period ending September 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

7,213,974 as of September 30, 2024 (Current Reporting Period Date or More Recent Date)

6,740,974 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

7,320,974 as of December 31, 2022 (Second Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

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

⁴Change 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.

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

Moms Online, Inc. from October 1, 2010(Date of Incorporation) until April 17, 2018
Blockhold Capital Corporation from April 17, 2018 to Current

Current State and Date of Incorporation or Registration: Nevada October 1, 2010
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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

None

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

None

Address of the issuer's principal executive office:

3226 Clark Rd, Sarasota, FL, 34231

Address of the issuer's principal place of business:

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

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation

Phone: (469)633-0101

Email: tkalsch@stctransfer.com

Address: 2901 Dallas Pkwy., Ste. #380, Plano, TX 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>BHLD</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>09369Y101</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>75,000,000</u>	as of date: <u>September 30, 2024</u>
Total shares outstanding:	<u>7,213,974</u>	as of date: <u>September 30, 2024</u>
Total number of shareholders of record:	<u>98</u>	as of date: <u>September 30, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

There are no dividends. There is one vote per share. There are no pre-emptive rights.

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

None

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>12/31/2021</u> Common: <u>6,197,774</u>									
Preferred: <u>0</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>12/9/2022</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$1</u>	<u>N</u>	<u>Erin Collier</u>	<u>Exercise Options</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/9/2022</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common</u>	<u>\$1</u>	<u>N</u>	<u>Brad Vroom</u>	<u>Investment</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/9/2022</u>	<u>New Issuance</u>	<u>30,000</u>	<u>Common</u>	<u>\$1</u>	<u>N</u>	<u>John Suprock</u>	<u>Investment</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/9/2022</u>	<u>New Issuance</u>	<u>87,000</u>	<u>Common</u>	<u>\$1</u>	<u>N</u>	<u>Robert Schlegel</u>	<u>Consulting Contract</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/9/2022</u>	<u>New Issuance</u>	<u>12,000</u>	<u>Common</u>	<u>\$1</u>	<u>N</u>	<u>Theo Smith</u>	<u>Consulting Contract</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12-9-2022</u>	<u>New Issuance</u>	<u>4,200</u>	<u>Common</u>	<u>\$.50</u>	<u>N</u>	<u>Ashley Sawdaye</u>	<u>Convert Debt</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/9/2022</u>	<u>New Issuance</u>	<u>480,000</u>	<u>Common</u>	<u>\$1</u>	<u>N</u>	<u>Digital Duo Olga Buckhannon</u>	<u>Commission Agreement Wound care</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/9/2022</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$1</u>	<u>N</u>	<u>Digital Duo Olga Buckhannon</u>	<u>Commission Agreement Wound Care</u>	<u>R</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
Ending Balance Ending Balance:									
Date <u>12/31/2022</u> Common: <u>7,320,974</u>									
Preferred: <u>0</u>									

<u>05/22/2023</u>	<u>Cancellation</u>	<u>(480,000)</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Digital Duo Olga Buckhannon</u>	<u>Rescind Commission Agreement</u>	<u>R</u>	<u>4(a)(2)</u>
<u>05/22/2023</u>	<u>Cancellation</u>	<u>(100,000)</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Digital Duo Olga Buckhannon</u>	<u>Rescind Commission Agreement</u>	<u>R</u>	<u>4(a)(2)</u>

Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance:</u> Date <u>12/31/2023</u> Common: <u>6,740,974</u> Preferred: <u>0</u>	
--	--

<u>07/01/2024</u>	<u>New Issuance</u>	<u>69,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Bryan Luce</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>34,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Joseph Ramelli</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Deniece Krebs</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Kathy Laney</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Kevin Buckman</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Max MacCloud</u>	<u>Asset Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>

Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance:</u> Date <u>9/30/2024</u> Common: <u>7,213,974</u> Preferred: <u>0</u>	
---	--

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Blockhold Capital Corporation operates through its subsidiaries Telecare Holdings, Virtual Clinic LLC, Sanologics, Inc., and My Body Symphony LLC providing products and services for the healthcare industry. The Company will utilize its social media expertise to increase membership on its existing customer base as well as create new sites providing services for Non MD clinicians, Military Veterans, African American Churches, and also Underserved and Rural Communities. Some of Blockhold’s sites are telecareholdings.com, virtualclinic.md, televeteran.com, sanologics.com, vchealthx.com, myhealth.md, sneezefreeliving.com, mybodysymphony.com

B. List any subsidiaries, parent company, or affiliated companies.

Products and services are provided through its wholly owned subsidiary, Virtual Clinic LLC, Sanologics, Inc., My Body Symphony LLC and Telecare Holdings, Inc.

C. Describe the issuers’ principal products or services.

Telehealth services providing wholesale bio lab reports including blood reports, patient portal, and analytics. Wound care management services division was launched in 2022. Additional product offerings were launched in 2023: Sneeze free living is a complete at home allergy solution and vhealthx distributes exosome products.

5) Issuer’s Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company does not own any real property. It maintains a corporate office of approximately 200 square feet on a month-to-month basis in Reno. The Company also shares office space rent free with service providers in Las Vegas of approximately 500 square feet, and 2200 square feet in Sarasota, FL. Currently the Company believes that this is sufficient space for now.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Bryan Luce</u>	<u>President/Dir</u>	<u>Reno, NV</u>	<u>69,000</u>	<u>Common</u>	<u>.96%</u>	
<u>Joe Ramelli</u>	<u>Secretary/Dir</u>	<u>Reno, NV</u>	<u>34,000</u>	<u>Common</u>	<u>.47%</u>	
<u>Trent Gunter</u>	<u>Director</u>	<u>Reno, NV</u>	<u>0</u>			
<u>Ashley Sawdaye</u>	<u>Director</u>	<u>Reno, NV</u>	<u>8,400</u>	<u>Common</u>	<u>.012%</u>	
<u>Robert Schlegel</u>	<u>Director</u>	<u>Reno, NV</u>	<u>161,400</u>	<u>Common</u>	<u>2.24%</u>	
<u>Calvin Wong (1)</u>	<u>Owner 5%</u>	<u>Reno, NV</u>	<u>1,894,093</u>	<u>Common</u>	<u>26.26%</u>	
<u>Ed Wong (2)</u>	<u>Owner 5%</u>	<u>Reno, NV</u>	<u>461,830</u>	<u>Common</u>	<u>6.40%</u>	
<u>Kayur Patel</u>	<u>Chief Medical Officer</u>	<u>Reno, NV</u>	<u>330,000</u>	<u>Common</u>	<u>4.57%</u>	
<u>IceLounge Media, Inc.</u>	<u>Owner 5%</u>	<u>Reno, NV</u>	<u>2,021,619</u>	<u>Common</u>	<u>28.02%</u>	<u>Calvin Wong</u>

(1) Calvin Wong owns 903,500 shares directly and 943,893 shares through attribution by his ownership of 46.69% of IceLounge Media that owns 2,021,619 shares of the Company's common stock.

(2) Ed Wong owns 275,000 shares directly and 57,455 shares through attribution by his ownership of 2.5% of IceLounge Media that owns 2,021,619 shares of the Company's common stock. Additionally, Ed Wong owns 66,875 shares by attribution by his ownership of 50% of WB Capital, Inc., that owns 133,750 of the Company's common stock. Mr. Wong's wife owns 62,500 shares of the Company's common stock.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Thomas Cook
Address 1: 10470 W. Cheyenne Ave. #115, PMB 303
Address 2:
Phone: (702)524-9151
Email: tcesq@aol.com

Accountant or Auditor

Name: Kristopher Heaton
Firm: Pinnacle Accounting Group of Utah
Address 1: 1438 N. Hwy 89 #120
Address 2:
Phone: (801)447-9572
Email: kris@heatoncpas.com

Investor Relations

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter):
Discord:
LinkedIn
Facebook:
[Other]

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: **Bryan Luce**
Title: **President**
Relationship to Issuer: **Officer**

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

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Bryan Luce**
Title: **President**
Relationship to Issuer: **Officer**

Describe the qualifications of the person or persons who prepared the financial statements:⁵Financial and corporate background senior C-Suite executive.

Provide the following qualifying financial statements:

- Audit letter, if audited;

⁵The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, Bryan Luce certify that:

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

November 14, 2024

*/s/ Bryan Luce[CEO's Signature]

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

Principal Financial Officer:

I, Bryan Luce certify that:

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

November 14, 2024

*/s/ Bryan Luce [CFO's Signature]

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

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES

*Consolidated Financial Statements as of September 30, 2024 and December 31,
2023 and the Three and Nine Months Ended September 30, 2024 and 2023*

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

TABLE OF CONTENTS

	PAGE
CONSOLIDATED BALANCE SHEETS	2
CONSOLIDATED STATEMENTS OF OPERATIONS	3
CONSOLIDATED STATEMENTS OF CASH FLOWS	4
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY/(DEFICIT)	5
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	6-17

BLOCKHOLD CAPITAL CORPORATION
Consolidated Balance Sheets
September 30, 2024 and December 31, 2023
(Unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash	\$ 64,875	\$ 85,850
Advance receivable	-	35,000
Total Current Assets	64,875	120,850
Other Assets		
Goodwill and Intangibles	300,000	-
Total Other Assets	300,000	-
Total Assets	\$ 364,875	\$ 120,850
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities		
Accounts payable and accrued expenses	\$ 57,733	\$ 81,658
Deposits from customers	38,385	30,995
Deposit from exercised options	70,000	-
Due to related parties	745,678	807,677
Total Current Liabilities	911,796	920,330
Total Liabilities	911,796	920,330
Commitments and contingencies	-	-
Stockholders (Deficit)		
Common stock, \$.001 par value, 75,000,000 shares authorized; 7,213,974 shares issued and outstanding at September 30, 2024 and December 31, 2023	7,214	6,741
Additional paid-in capital	2,882,093	2,387,066
Accumulated (Deficit)	(3,391,228)	(3,193,287)
Less-Treasury stock	(45,000)	-
Total Stockholders' (Deficit)	(546,921)	(799,480)
Total Liabilities and Stockholders' (Deficit)	\$ 364,875	\$ 120,850

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

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues, net	\$ 176,109	\$ 115,377	\$ 472,877	\$ 438,307
Operating Expenses				
Cost of revenues	106,859	94,224	315,447	356,461
General and administrative	172,916	62,338	355,627	245,131
Total operating expenses	279,775	156,562	671,074	601,592
(Loss) before other expenses	(103,666)	(41,185)	(198,197)	(163,285)
Other (expense)				
(Loss) on contract termination	-	-	-	(11,000)
Interest income	86	199	256	378
Total other (expense)	86	199	256	(10,622)
(Loss) before income taxes	(103,580)	(40,986)	(197,941)	(173,907)
Income taxes	-	-	-	-
Net (loss)	<u>\$ (103,580)</u>	<u>\$ (40,986)</u>	<u>\$ (197,941)</u>	<u>\$ (173,907)</u>
(Loss) per share-Basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>
Weighted average shares outstanding				
Basic and diluted	<u>7,213,974</u>	<u>6,740,974</u>	<u>6,900,373</u>	<u>7,042,659</u>

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

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	\$ (197,941)	\$ (173,907)
Adjustments to reconcile net loss to net cash used in operating activities:		
Compensation expense from stock options issued	22,500	-
Common stock issued for services	70,000	-
Common stock issued for accounts payable to related parties	103,000	-
Changes in assets and liabilities:		
increase/(decrease) in accounts payable and accrued expenses	(22,925)	(22,288)
Increase in deposits due to customers	7,390	5,046
Increase in deposits from exercise of options	70,000	-
Increase/(decrease) in liabilities to related parties	(62,999)	22,213
Net cash provided by/(used) in operating activities	(10,975)	(168,936)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment for treasury stock	(10,000)	-
Net cash provided by financing activities	(10,000)	-
Net (decrease) in cash	(20,975)	(168,936)
CASH AT BEGINNING PERIOD	85,850	270,712
CASH AT END OF PERIOD	\$ 64,875	\$ 101,776
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
NON-CASH TRANSACTIONS		

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

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Stockholders' Equity/(Deficit)
For the Three, Six and Nine Months Ended September 30, 2024 and 2023
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' Equity/(Deficit)
	Shares	Amount			
Balance-January 1, 2023	7,320,974	\$ 7,321	\$ 2,966,486	\$ (2,963,535)	\$ 10,272
Net(loss) for the three months ended March 31, 2023	-	-	-	(51,936)	(51,936)
Balance-March 31, 2023	7,320,974	7,321	2,966,486	(3,015,471)	(41,664)
Cancellation of common stock	(580,000)	(580)	(579,420)	-	(580,000)
Net(loss) for the three months ended June 30, 2023	-	-	-	(80,985)	(80,985)
Balance-June 30, 2023	6,740,974	6,741	2,387,066	(3,096,456)	(702,649)
Net(loss) for the three months ended September 30, 2023	-	-	-	(40,986)	(40,986)
Balance-September 30, 2023	<u>6,740,974</u>	<u>\$ 6,741</u>	<u>\$ 2,387,066</u>	<u>\$ (3,137,442)</u>	<u>\$ (743,635)</u>

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' Equity/(Deficit)
	Shares	Amount			
Balance-January 1, 2024	6,740,974	6,741	2,387,066	(3,193,287)	(799,480)
Net (loss) for the three months ended March 31, 2024	-	-	-	(47,244)	(47,244)
Balance-March 31, 2024	6,740,974	6,741	2,387,066	(3,240,531)	(846,724)
Value of options granted	-	-	5,625	-	5,625
Net (loss) for the three months ended June 30, 2024	-	-	-	(47,117)	(47,117)
Balance-June 30, 2024	6,740,974	6,741	2,392,691	(3,287,648)	(888,216)
Common stock issued for accounts payable to related parties	103,000	103	102,897	-	103,000
Common stock issued for services	70,000	70	69,930	-	70,000
Common stock issued for acquisition	300,000	300	299,700	-	300,000
Value of options granted	-	-	16,875	-	16,875
Net (loss) for the three months ended September 30, 2024	-	-	-	(103,580)	(103,580)
Balance-September 30, 2024	<u>7,213,974</u>	<u>7,214</u>	<u>2,882,093</u>	<u>(3,391,228)</u>	<u>(501,921)</u>

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

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

NOTE 1: THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Blockhold Capital Corporation (the “Company”) was originally named Moms Online, Inc. (“Moms Online”), and incorporated in the state of Nevada on October 1, 2010, as an early stage, emerging growth company. Moms Online, Inc. was formed as a wholly owned subsidiary of Ice Lounge Media, Inc. (“ICE”) to hold, create, collect and adapt social media site aimed at mothers “moms.”

ICE spun out Moms Online to the ICE shareholders in late 2013 to further the ongoing focus of Moms Online on the continued development of websites devoted to moms and to reduce the dual funding obligations of ICE and Moms Online. The spin off was accomplished through a share dividend from ICE to its shareholders. Following the spin-off, ICE retained 50% of the Company while the other 50% was held by the 41 original shareholders of ICE.

On September 25, 2014, the Company filed a Form 10. The Form 10 was approved by the SEC on January 23, 2015. The Company received its symbol (“MOMC”) from FINRA on September 10, 2015. Even though the Company is public, none of its shares have traded publicly as of the date of this filing.

The Company is currently seeking business activities and the related capital needed to enter into an activity to bring operations that would be profitable and increase the value to the shareholders. The activities may be in the industries previously pursued, but it is not known at this point in time, and the current operations will be financed by its parent company and/or debts incurred by the Company.

The Company acquired two companies on July 1, 2021, Virtual Clinic, LLC and Blue Sky, LLC. The Company originally issued 850,000 shares of its common stock valued at \$.50 per share. The Company has entered into the business of Tele-Health and Home Healthcare. The acquisition of Blue Sky, LLC was rescinded on June 30, 2022, and has been reversed as the transaction never occurred. Two Hundred Fifty Thousand of the shares issued have been cancelled and returned to the treasury of the Company. Additionally, the Company purchased back 250,000 of these shares for \$45,000 as part of a Reconciliation Agreement and is holding these shares in Treasury.

The Company created a wholly owned subsidiary to distribute wound care products. The Company entered into a management and consulting agreement contract for 580,000 shares. This consulting contract was terminated on March 24, 2023 with the return to treasury of the 580,000 shares and a payment by the Company of \$11,000 to the consultant of the contract. The shares on this agreement were cancelled on May 22, 2023.

The Company on August 19, 2021, filed corporate papers to form a Wyoming subsidiary, Telecare Holdings, Inc., to house all the telemedicine and healthcare businesses.

The Company on September 17, 2024, filed corporate papers to form a Florida subsidiary, My Body Symphony LLC, to house all the healthcare business it has started in Florida.

The Company has business operations in telemedicine, wound care, allergy, and exosomes.

Basis of Presentation

The consolidated financial statements are presented on the accrual basis, under the assumption that the company is a going concern and in conformity with accounting principles generally accepted in the United States.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

Principles of Consolidation

The consolidated financial statements include the accounts of Blockhold Capital Corporation and its wholly owned Subsidiaries Telecare Holdings, Inc, Sanologics, Inc. My Body Symphony LLC and Virtual Clinic, LLC. All intercompany transactions are eliminated in consolidation.

Fair Value of Financial Instruments

The carrying values of our financial instruments, including cash, notes receivable and accounts payable approximate their fair value due to the short-term nature of these financial instruments. Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) No. 820, “Fair Value Measurement” defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets.

Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company does not have any assets or liabilities that are required to be measured and recorded at fair value on a recurring basis.

Use of Management's Estimates

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

Cash and Cash Equivalents

The Company considers all highly liquid debt investments purchased with a maturity of three months or less to be cash equivalents.

Revenue Recognition

The Company will record revenue in accordance with FASB Accounting Standards Codification (“ASC”) as topic 606 (“ASC 606”). The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company’s revenue recognition policies and significant judgments employed in the determination of revenue. The Company will recognize revenue from the sale of products or services in accordance with ASC 606, “Revenue Recognition” following the five steps procedure:

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

- Step 1: Identify the contract(s) with customers
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to performance obligations
- Step 5: Recognize revenue when the entity satisfies a performance obligation

For its product-based contracts (lab tests) with customers, the Company receives deposits received from clinicians for lab tests to be performed. The Company recognizes revenue when the lab test has been performed which is the Company's performance obligation. Any deposits received for customers that have not gone into having their lab tests completed is recorded as a liability in the deposits from customers account on the balance sheet. The Company will determine based on the contract if lab tests not performed after 90 days if the customer forfeits the deposit received and pick up the deposit originally made as income.

Advertising

Advertising costs are expensed as incurred. Advertising expenses for the nine months ended September 30, 2024, and 2023 were \$0

Impairment of Long-Lived Assets

Tangible and intangible assets (excluding goodwill) are assessed at each reporting date for indications that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. The asset's recoverable amount is the higher of an asset or cash-generating unit's fair value, less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or a group of assets exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the group of assets.

Business Combinations

In accordance with ASC 805, Business Combinations, the Company accounts for all business combinations using the acquisition method of accounting. Under this method, assets and liabilities, including any remaining non-controlling interests, are recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets acquired, net of liabilities assumed, and non-controlling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or non-controlling interests made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is re-measured to fair value at acquisition with a resulting gain or loss recognized in income for the difference between fair value and the existing book value. Results of operations of the acquired entity are included in the Company's results from the date of the acquisition onward.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

Goodwill

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated primarily using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital.

The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit.

Stock-Based Compensation

The Company accounts for employee and non-employee stock-based compensation in accordance with ASC 718, *Compensation—Stock Compensation*, which requires all share-based payments to employees and non-employees, including grants of stock options, to be recognized in the financial statements based on the grant date fair values of the equity instruments issued, which is charged directly to compensation expense over the requisite service or vesting period.

Emerging Growth Company Critical Accounting Policy Disclosure

The Company qualifies as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

Income Taxes

Income taxes are accounted for in accordance with FASC 740-20, "Accounting for Income Taxes." Under FASC 740-20, deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets will be reflected on the balance sheet when it is determined that it is more likely than not that the asset will be realized.

The Company's tax position for deferred income taxes has been provided by temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. To the extent allowed by GAAP, we provide valuation allowances against the deferred tax assets for amounts when the realization is uncertain. Management reviews these items regularly in light of changes in tax laws and court rulings at both federal and state levels.

To address accounting for uncertainty in tax positions, the Company clarifies the accounting for income taxes by prescribing a minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. The Company also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosures, and transition.

The Company files income tax returns in the U.S. federal jurisdiction, and the state of California. Interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statement of income. Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if, if any.

Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statement of income.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

Earnings Per Share

Basic earnings per share are calculated using the weighted average number of common shares outstanding for the period presented. Diluted earnings per share is computed using the weighted-average number of common shares and, if dilutive, potential common shares outstanding during the period. The dilutive effect of potential common shares is not reflected in diluted earnings per share because the Company incurred a net loss for the nine months ending September 30, 2024, and 2023 and the effect of including these potential common shares in the net loss per share calculations would be anti-dilutive.

The total potential common shares as of September 30, 2024, include stock options for 600,000.

Segments

The Company operates in several business segments, namely the businesses of (1) Telehealth and (2) Distribution of medical products.

Recent Accounting Pronouncements

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

NOTE 2: GOING CONCERN

As shown in the accompanying consolidated financial statements, we have incurred losses in each year since inception and have a loss from operations of \$3,391,228 as of September 30, 2024. These conditions raise substantial doubt as to our ability to continue as a going concern. In response to these conditions, we may raise additional capital through the sale of equity securities, through an offering of debt securities or through borrowings from financial institutions or individuals. The consolidated financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

NOTE 3: DEPOSIT

The Company had entered into a consulting contract and distributorship agreement on November 1, 2022. The Company issued 580,000 shares of its common stock for the distributor agreement and consulting services related to the consulting contract.

The deposit represents the value of the shares at \$1.00 per share issued in 2022.

This consulting contract was rescinded on March 24, 2023, with the cancellation of the 580,000 shares issued and a payment of \$11,000 to the consultant. The shares were cancelled on May 22, 2023.

NOTE 4: GOODWILL AND INTANGIBLES

At September 30, 2024 and December 31, 2023, goodwill and intangibles which represents the following items purchased from the owner, Dr. Max MacCloud dba as MyBodySymphony: The items purchased included the trade, business name, telephone number and listing, goodwill, and all other intangible assets of the Business.

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Goodwill	<u>\$ 300,000</u>	<u>\$ -</u>

NOTE 5: DEPOSITS FROM EXERCISED OPTIONS

The Company during the Quarter ended September 30, 2024, received \$70,000 for the purchase of 70,000 shares at \$1.00 per share of the Company’s common stock from one investor from the exercise of his options. The Company has yet to issue the shares under the options exercised and has reflected the funds received as strictly a deposit from the investor and it has not reduced the outstanding options as of the date of this report.

NOTE 6: RELATED PARTY TRANSACTIONS AND RELATIONSHIPS

Related parties

The Company licenses its technology platform from ILMI, under an Agreement which calls for an automatic 12-month renewal each year on October 1, and a monthly payment of \$4,167. Since January 1, 2023, the Company stopped accruing the platform license expense due to ILMI. The Company paid back \$45,000 against the loans made by ILMI during the year ended December 31, 2023. The Company paid back \$15,000 against the loans made by ILMI in the nine months ended September 30, 2024. The Company owes ILMI \$411,945 on September 30, 2024.

WB Capital Group (WBCG), a related party with common principal ownership, provides Merger & Acquisition and project management services to the Company as a consultant. There is no written agreement governing the relationship. The Company accrues \$2,500 a month for these services. The Company paid WBCG \$27,500 during the year ended December 31, 2023. The Company paid WBCG \$7,500 during the nine months ending September 30, 2024. The Company also owes the President of WBCG \$55,622 for advances made on behalf of the Company. The Company owed WBCG and the President of the Company \$276,122 on September 30, 2024.

During the year ended December 31, 2020, the Company entered into a service contract with one of the directors of the Company. The contract began February 1, 2020, and called for \$5,000 a month for his services. The Company paid \$9,000 against this contract leaving a balance due on December 31, 2020, of \$46,000. During the year ended December 31, 2021, the Company accrued the balance of \$5,000 owed on the old contract and \$33,000 on the new contract that calls for \$3,000 a month for his services. The Company accrued the final \$3,000 on the contract in the quarter ended June 30, 2022. At December 31, 2022, the Company owed \$87,000 on the contract and paid the officer

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

with common stock 87,000 shares on December 9, 2022. The Company fully satisfied this agreement on December 31, 2022.

The Company owed \$4,200 to an officer of the Company for expenses paid by the officer for the benefit of the Company. The Company paid the obligation by issuing 8,400 shares of its Common Stock at \$.50 per share. The Company fully satisfied this agreement on December 31, 2022.

The Company owes \$15,000 on September 30, 2024, to one of the members of the LLC acquired. At the acquisition of the Subsidiary, the Company acquired debt in total of \$100,000 to two of the members and it has paid \$85,000 against this liability. The Company owes an additional \$14,611 for advances made to LLC on September 30, 2024. The total owed to this individual is \$29,611 on September 30, 2024.

The Company entered into a service contract in 2021 with a new Officer and Director of the Company. The Company had accrued \$12,000 on this contract for \$2,000 a month on December 31, 2021. The Company accrued an additional \$24,000 for the year ended December 31, 2022, and paid \$36,000 against this contract during the year ended December 31, 2022.

The Company entered into a consulting agreement in 2022 with a new Officer and Director of the Company. The Company accrued \$102,500 on this contract on September 30, 2024, and has paid \$82,500 against the contract in cash and common stock. The Company additionally granted 50,000 options to this officer in 2022. On September 30, 2024, the Company owes this Officer \$20,000.

The Company entered into a consulting agreement in 2023 with a new Officer of the Company. The Company had accrued \$42,000 on this contract on September 30, 2024, and has paid \$34,000 against the contract in common stock. On September 30, 2024, the Company owes this Officer \$8,000.

As of September 30, 2024, the total amount due to ILMI and other related parties and WB Capital Group was \$745,678. The amounts are due on demand and bear no interest.

NOTE 7: EQUITY

Common stock

The Company issued 250,000 shares of its common stock for the acquisition of Blue Sky, LLC in the quarter ending June 30, 2021, at \$.50 per share, or \$125,000. This acquisition was rescinded on June 30, 2022, and it has been retroactively reflected as if it never occurred.

The Company issued 4,200 shares of its common stock for \$2,100 of accounts payable in the year ended December 31, 2022, or \$.50 per share.

The Company issued 99,000 shares of its common stock for \$99,000 of service contracts in the year ended December 31, 2022, or \$1.00 per share.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

The Company issued 10,000 shares of its common stock for cash in the year ended December 31, 2022, at \$1.00 per share, or \$10,000. These shares were bought through a stock option agreement as described below.

The Company issued 430,000 shares of its common stock for cash in the amount of \$430,000 in the year ended December 31, 2022.

The Company issued 580,000 shares of its common stock for a consulting agreement for management and commissions in a distributorship agreement in 2022. This consulting agreement was rescinded on March 24, 2023, and the shares issued for this contract were cancelled on May 22, 2023.

The authorized capital stock of the Company consists of 75,000,000 shares of Common stock, par value \$.001 per share, of which 6,740,974 were outstanding as June 30, 2024, and December 31, 2023.

The Company purchased 250,000 shares of its common stock in early 2024 from a previous officer of the Company for \$45,000 and it is holding these shares as Treasury Stock.

The Company issued 103,000 shares of its common stock for accounts payable to related parties in the amount of \$103,000 in the quarter ended September 30, 2024.

The Company issued 70,000 shares of its common stock for services in the amount of \$70,000 in the quarter ended September 30, 2024.

The Company issued 300,000 shares of its common stock for various intangibles in the amount of \$300,000 in the quarter ended September 30, 2024.

The holders of Common Stock are entitled to one vote per share on each matter submitted to a vote at any meeting of shareholders. Shares of Common Stock do not carry cumulative voting rights and, therefore, a majority of the shares of outstanding Common Stock will be able to elect the entire board of directors and, if they do so, minority shareholders would not be able to elect any persons to the board of directors. Blockhold's bylaws provide that a majority of the issued and outstanding shares of Moms Online constitutes a quorum for shareholders' meetings.

Shareholders of Blockhold have no preemptive rights to acquire additional shares of Common Stock or other securities. The Common Stock is not subject to redemption and carries no subscription or conversion rights. In the event of liquidation of Blockhold, the shares of Common Stock are entitled to share equally in corporate assets after satisfaction of all liabilities.

Holders of Common Stock are entitled to receive such dividends, as the board of directors may from time to time declare out of funds legally available for the payment of dividends. Blockhold seeks growth and expansion of its business through the reinvestment of profits, if any, and does not anticipate that we will pay dividends in the foreseeable future.

Stock Option Plan

The Company has entered into Stock Option Agreements with various outside consultants and key members of management. The options are nonqualified and vest ratably over a two-year period. The exercise price is \$1.00 per share and 250,000 options have been granted during the year ended December 31, 2022. The Company recorded \$115,000 in stock option expense over the two-year period ending in the year ended December 31, 2023. As of September 30, 2024, there was \$0 of remaining unrecognized stock option expense related to these stock options.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

The Company granted an additional 270,000 options on June 1, 2024, with the same terms mentioned above. The Company is recording the value of the options of \$135,000 as a stock option expense over the two-year vesting period starting June 1, 2024. The value of the options expenditure for the nine months ending September 30, 2024, was \$22,500.

The expiration date is ten years from the date of the grant and are subject to earlier termination in accordance with the agreement. The holding period is two years following the termination of any agreements with the consultant

One of the grantees has exercised 35,000 shares under his agreement, as described above.

The fair value of stock options granted during the six months ending September 30, 2024, was estimated on the date of grant using the Black-Scholes-Merton Model that uses assumptions noted in the following table.

	Nine Months Ended September 30, 2024
Expected term (in years)	10
Expected stock price volatility	348% to 366%
Risk-free interest rate	1.30% to 1.55%
Expected dividend yield	0

The following table summarizes all stock option activity under the Company's equity incentive plans:

	Number of Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Outstanding at January 1, 2023	435,000	\$ 1.00	9.25
Granted	0	1.00	-
Exercised	0	1.00	-
Forfeited/expired	-	-	-
Outstanding at December 31, 2023	435,000	-	9.25
Granted	270,000	1.00	-
Exercised	-	1.00	-
Forfeited/expired	(105,000)	-	-
Outstanding at September 30, 2024	600,000	\$ 1.00	8.53
Exercisable at September 30, 2024	160,000	\$ 1.00	6.95
Unvested stock options at September 30, 2024	440,000	\$ 1.00	9.10

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

The Company has entered into Stock Option Agreements with certain outside consultants. The options are nonqualified and vest ratably over a two-year period. The exercise price is \$1.00 per share and 640,000 options have been granted.

The expiration date is ten years from the date of the grant and are subject to earlier termination in accordance with the agreement. The holding period is two years following the termination of any agreements with the consultant.

One of the grantees exercised 10,000 shares under her agreement in 2022, as described above.

The Company cancelled 65,000 options to a prior officer of the Company as part of the Reconciliation Agreement

The Company recorded an expense of \$22,500 and \$0 for the options granted for the nine months ending September 30, 2024, and 2023.

NOTE 8: COMMITMENTS

License

The Company licenses its technology platform from IceLounge Media for \$50,000 per year under an initial five-year license agreement, which began on October 1, 2010, and was amended on January 1, 2014, for price and service increases. The initial five-year term expired on October 1, 2015. The License calls for automatic 12-month renewals on the anniversary date. The lease was renewed on October 1, 2017. As of December 31, 2022, the Company cancelled this lease agreement.

Repayment of Investment from Sister Corp

There is an informal agreement between Social Quotient, Inc. (“SQI”), the company’s affiliate (sister corp.) and the Company that calls for the Company to give recognition to SQI for the equity contributed to the Company “from inception to the future date in which the company might be engaged in a merger or change in control”. Management is unable to determine when a change of control will occur and the amount of consideration contingently due from the Company was \$86,224 as of September 30, 2024. This contingent liability amount can be satisfied in cash (minimum), or currently \$.02 per share; debt; or equity conversion in the event of a merger or transaction in which there is a change in Control.

The Company paid \$5,000 during the year ended December 31, 2023

NOTE 9: SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to September 30, 2024, through the date these financial statements were issued and has determined that it has the following subsequent events to disclose in these financial statements.

Changing the name of the Company from BlockHold Capital Corporation to Telecare Holdings, Inc.

Increasing the authorized number of shares of stock of the Company from 75 million to 125 million and to designate 9,300,000 such shares as non-voting Series A preferred stock, each such share convertible into 10 shares of common stock and 5,000,000 shares as Series B preferred stock, each such share convertible into 2 shares of common stock.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2024 and December 31, 2023
(Unaudited)

On February 28, 2023, the Board of Directors presented certain above corporate actions to its shareholders, and it will reflect the actions in its financial statements once it has been processed by FINRA and the date is set to record these actions.

The Company entered into an agreement with one of the original owners of Virtual Clinic to return and cancel 150,000 shares issued on the original purchase price. The shares have yet to be cancelled and the resulting effect on the financial statements will be a gain of \$75,000 due to the fact the Company impaired the full purchase price of the subsidiary.