

**Disclosure Statement**  
**Pursuant to the Pink Basic Disclosure Guidelines**  
**WPF Holdings, Inc.**

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info@wpf-holdings.com  
SIC Code 7900

**Annual Report**  
For the fiscal year ending June 30, 2024 (the "Reporting Period")

**Outstanding Shares**

**The number of shares outstanding of our Common Stock was:**

279,904,022 as of June 30, 2024 (most recent fiscal year end)

287,354,106 as of September 30, 2024

269,513,642 as of December 31, 2023 (previous fiscal year end) (Note. Issuer changed its fiscal year end to June 30 in May 2024)

**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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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

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

WPF Holdings, Inc. is a Florida Corporation, which was originally formed as a New York corporation under the name Magic Communications Group, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. Effective November 21, 2014, the Company amended its Certificate of Incorporation to change its corporate name to World Poker Fund Holdings, Inc., as part of the acquisition of World Poker Fund, Inc., which closed in May 2015. The Company redomiciled to Florida and changed its name to WPF Holdings, Inc on September 27, 2022. In April 2023, shareholders of Vezbi, Inc., a California corporation, exchanged 87% of the outstanding common stock of Vezbi for 231,886,610 shares of common stock of WPF Holdings, Inc., representing 87% of the resulting outstanding common stock of WPF Holdings, Inc., effecting a reverse merger transaction. While the Issuer remains WPF Holdings, under applicable accounting rules, Vezbi, Inc. is treated as the accounting acquirer and the date of inception, financial reports and related accounting matters of the combined companies are treated as those of Vezbi, Inc.

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

The Issuer had been a Delaware corporation until September 27, 2022, when it redomiciled to Florida. It is current and active in Florida.

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

None

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

The issuer completed the acquisition of control of Vezbi, Inc. in April 2023 by the exchange of 231,886,610 shares of WPFH common stock for shares representing 86.7 percent of the outstanding stock of Vezbi. A total of 281,724,220 WPFH common shares in total were to be issued for 100 percent of the 28,172,422 shares of Vezbi then outstanding at the 1 for 10 exchange rate. An additional 28,440,400 shares of WPFH common stock were issued by December 31, 2023, for 2,844,040, more shares of Vezbi representing an additional 10 percent of Vezbi, with the remaining outstanding Vezbi shares reserved and included in Shares Issuable at December 31, 2023 in the amount of \$247,400,480, for 12,370,024 common shares. During the first calendar quarter of 2024, the Company issued 7,708,500 common shares on acquisition of additional minority shares of Vezbi, Inc., leaving 4,661,524 shares still to be converted at March 31, 2024., valued at \$97,497,980. During the calendar quarter ending June 30, 2024, the Company issued 2,331,880 additional shares, leaving 2,329,644 shares still issuable, valued at \$50,987,00, included as Shares Issuable at June 30, 2024, As of the date of this Report, 2,100,000 WPFH shares are still to be issued to Vezbi minority shareholders.

In February 2024, the Issuer completed the acquisition of Virtual Health Holdings, Inc., subject to the issuance of the 7,000,000 common shares of WPFH, as the consideration. These shares were reflected on the March 31, 2024 Quarterly Disclosure Report and in this Annual Disclosure Report as Shares Issuable. In July 2024, after the end of the fiscal year, a total of 7,000,734 common shares were issued for the VHHI acquisition, with the extra 734 shares reflecting rounding up of fractional shares.

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

1270 N. Wickham Road,  
Suite 13, No 1019  
Melbourne, FL 32935

The Company operates its current businesses on a virtual basis and maintains only a minimal, virtual office location address,

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**

Continental Stock Transfer & Trust  
1 State Street, 30<sup>th</sup> Floor  
New York, NY 10004  
Email: saqui@continentalstock.com  
Telephone: 212 845.3299

**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:	WPFH	
Exact title and class of securities outstanding:	Common	
CUSIP:	98160D200	
Par or stated value:	\$0.001	
Total shares authorized:	500,000,000	as of date: 9-27-2022
Total shares outstanding:	279,904,022	as of date: 6-30-2024
Total Shares outstanding:	287,354,106	as of date: 9-30-2024
Total number of shareholders of record:	1,357	as of date: 6-30-2024

All additional class(es) of publicly quoted or traded securities (if any): None

**Other classes of authorized or outstanding equity securities:**

*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). 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:	Series A Preferred
CUSIP (if applicable):	NA
Par or stated value:	\$0.001

Total shares authorized:	5,000,000	as of date	9-27-2022
Total shares outstanding (if applicable):	-0-	as of date:	6-30-2024
Total number of shareholders	-0-	as of date:	6-30-2024

**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.**

One vote per share, no other specific rights

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

None outstanding after November 2023

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

NA

**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.**

NA

**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.*

The Series A Convertible Preferred Stock carried voting power equal to 51 percent of all classes of stock entitled to vote on any matter. The preferred was convertible into 51% of the resulting common stock, in addition to the 51% of the vote. As part of the acquisition of control of WPFH by Vezbi shareholders, in January 2023 the preferred holder agreed to amend the preferred designation, so conversion was fixed at 350,000 common shares, or about 51% of the common stock outstanding at that time. On November 15, 2023, the preferred holder elected to convert the preferred to 350,000 shares of common and the Series A Preferred was retired.

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

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>69,001,938</u> Preferred: <u>1,000,000</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>September 2022</u>	<u>Reverse split (1:500)</u>	<u>(68,863,934)</u>	<u>common</u>	<u>--</u>	<u>No</u>	<u>NA</u>	<u>Reverse split</u>	<u>NA</u>	<u>NA</u>
<u>1/1/2023</u>	<u>Rounding up on reverse</u>	<u>847</u>	<u>common</u>	<u>26.00</u>	<u>No</u>	<u>NA</u>	<u>Reverse split</u>	<u>NA</u>	<u>NA</u>
<u>3/1/2023</u>	<u>New Issue</u>	<u>2,500</u>	<u>common</u>	<u>\$10.00</u>	<u>Yes</u>	<u>Andrew Zambetti</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2023</u>	<u>New Issue</u>	<u>900</u>	<u>common</u>	<u>\$1.00</u>	<u>Yes</u>	<u>Connor Theriault</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2023</u>	<u>New Issue</u>	<u>1,400</u>	<u>common</u>	<u>\$1.00</u>	<u>Yes</u>	<u>Kyle Lowy</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>4/23/2023</u>	<u>New Issue</u>	<u>8,250,000</u>	<u>Common</u>	<u>\$30.00</u>	<u>No</u>	<u>5 individual Vezbi holders</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>4/23/2023</u>	<u>New Issue</u>	<u>223,636,610</u>	<u>Common</u>	<u>\$30.00</u>	<u>No</u>	<u>Vezbi Family Trust,</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/30/2023</u>	<u>New Issue</u>	<u>12,402</u>	<u>Common</u>	<u>\$30.19</u>	<u>No</u>	<u>Cicero Consulting Group LLC (Michael Woloshin)</u>	<u>Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/30/2023</u>	<u>New Issue</u>	<u>1,747</u>	<u>Common</u>	<u>\$30.19</u>	<u>No</u>	<u>Caesar Capital Group (Michael Woloshin)</u>	<u>Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>6/30/2023</u>	<u>New Issue</u>	<u>1,240</u>	<u>Common</u>	<u>\$30.19</u>	<u>No</u>	<u>Abrams Family Trust (Joseph Abrams)</u>	<u>Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>6/30/2023</u>	<u>New Issue</u>	<u>28,440,490</u>	<u>Common</u>	<u>\$20.00</u>	<u>Yes</u>	<u>Minority shareholders of Vezbi, Inc.</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/4/2023</u>	<u>New Issue</u>	<u>2,256,396</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc.</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>New Issue</u>	<u>6,770,700</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>Retirement</u>	<u>1,000,000</u>	<u>Preferred</u>		<u>No</u>		<u>Converted to common</u>	<u>Cancelled</u>	<u>NA</u>
<u>01/31/2024</u>	<u>New Issue</u>	<u>2,639,500</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>

02/28/2024	New Issue	5,069,000	Common	\$20.00	No	Minority shareholders of Vezbi, Inc	Acquisition	Restricted	4(2)
03/07/2024	New Issue	250,000	Common	NA	No	Megan McMurray	Conversion of preferred	Unrestricted	NA
04/05/2024	New Issue	559,500	Common	\$20.00	No	Minority shareholders of Vezbi, Inc	Acquisition	Restricted	4(2)
04/15/2024	Cancellation	(245,000)	Common	NA	NA	Megan McMurray	Reversal	Cancelled	NA
04/15/2024	New Issue	285,000	Common	NA	No	Periodic Holdings (Steven Kasper)	Conversion of preferred	Unrestricted	NA
04/15/2024	New Issue	60,000	Common	NA	No	Periodic Holdings (Steven Kasper)	Conversion of preferred	Unrestricted	NA
06/03/2024	New Issue	1,772,380	Common	\$20.00	No	Minority shareholders of Vezbi, Inc	Acquisition	Restricted	4(2)
Shares Outstanding on Date of This Report:									
Date:	<u>Ending Balance</u>								
6/30/2024	Common:	<u>279,904,022</u>							
	Preferred:	<u>-0-</u>							

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

On October 11, 2022, the Company entered into a Settlement Agreement and Mutual Release with Maurice Mills and Performance Systems, Ltd. to resolve all issues relating to the failed acquisition of Real Deck, Incorporated. Under the terms of the settlement, the Company agreed to issue unregistered common stock valued at \$385,477 at the closing market price on October 14, 2022 plus \$100,000 in cash in installments to discharge in full of an outstanding judgment and an additional \$331,500 shares of common stock at the same price in resolution of all other claims. The settlement shares have not yet been issued and the settlement date values are included in Shares Issuable at June 30, 2024.

During the quarter ended September 30, 2024, the Company issued additional common shares for acquisition of additional minority shares of Vezbi, Inc., leaving 2,100,000 shares still to be acquired, valued at \$42,000,000. An additional 7,000,734 common shares were issued July 24, 2024 for the acquisition of VHHI, resulting in a total of 287,354,106 shares issued as of the date of this Report.

The June 30, 2024, consolidated balance sheet reflects Common Shares Issuable of \$195,569,737, made up of the following:

Mills Settlement	\$ 962,177
Ingenia AI acquisition	8,000,000
Shares for acquisition of VHHI	140,000,000
Vezbi minority shares	<u>46,607,560</u>
<u>Total</u>	<u>\$195,569,737</u>

During the last calendar quarter of 2024 ending June 30, a total of 9,881,964 common shares were issued resulting in total common shares issued and outstanding of 279,904,022 shares at June 30, 2024. Subsequently through September 30, 2024, 7,000,734 common shares were issued as the acquisition consideration for the acquisition of Virtual Health Holdings, Inc. and additional common shares were issued to minority shareholders of Vezbi, Inc.

All of the offerings were private offerings under Section 4 or 5 of the '34 Act and were made without registration with the SEC or any state regulatory authority. The shares were issued as conversion shares under pre-existing preferred stock, and as consideration for acquisitions from unrelated parties. Some shares issued in the conversions of convertible notes

may have been issued as free trading shares under Rule 144, with appropriate legal opinions acceptable to the Issuer and the transfer agent.

## 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. <i>*You must disclose the control person(s) for any entities listed.</i>	Reason for Issuance (e.g. Loan, Services, etc.)
8-28-2023	35,000	35,000	\$31.00	8-28-2026	40% discount to 10 day average closing price prior to conversion	KGL Investments, LLC- Kyle Lowry	Loan
9-8-2023	100,000	100,000	2,455	9-8-2026	40% discount to 10 day average closing price prior to conversion	Christos Calls Conscience Church	Loan

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. (Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com))*

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

WPF Holdings, Inc. is a dynamic e-commerce and digital consultancy company that helps businesses navigate the ever-evolving digital landscape. With a team of experts in various fields such as web design, digital marketing, and e-commerce strategy, we provide a holistic approach to help businesses increase their online presence and revenue. Our goal is to empower businesses to take full advantage of the opportunities that the digital world has to offer.

With the acquisition of Vezbi, Inc. in April 2023, our focus has become to expand the Super App operating model into new market segments, including healthcare, restaurants, finance and banking and other markets. Our initial market focus will be healthcare and we are targeting acquisitions in this market for acquisition during the current fiscal year.

**Vezbi, Inc.** On April 27, 2023, we completed the acquisition of control of Vezbi, Inc ("Vezbi"), a California corporation. Under the terms of the acquisition agreement signed in January 2023, six shareholders holding a total of 23,429,611 common shares of Vezbi, proposed to acquire control of WPFH by the exchange of 10 shares of WPFH common stock for each common share of Vezbi. At the initial closing, the Issuer issued a total of 234,296,110 new WPFH common shares, issued an additional 34,215,040 shares through December 31, 2023, 7,708,500 additional shares through March 31, 2024, and reserved an additional 4,874,899 shares still to be issued as of March 31, 2024.

Our plan for fiscal year 2024 for Vezbi is to continue development of our Super App technology and systems and to build our member base for future efficient operations as the first US Super App. Our goal in doing so is to attain the size and revenues of other Super App companies operating in other countries, primarily in Asia, such as WeChat, Grab, Kakao and others. The Asian tech ecosystem has been dominated by Super Apps. Super App platforms such as WeChat, Kakao, and Grab have flourished as "mobile first" countries have become early adopters of the Super App concept. We Chat and Weixin both surpassed one billion users back in 2018, with several others already in the hundreds of millions of users. According to Gartner, 50% of the global population will be on a Super App by 2027.

Subject to availability of adequate funding to expand our subscriber base for the Super App concept, we will commence revenue production initially primarily through our acquired subsidiaries and joint ventures:

### Digital Wallet

**Fintech Phase:** Vezbi Super App will launch its Fintech vertical, focusing on remittances to Latin America and on strategic retail payment processing, including payment processing for the CareClix MyGuardianDoc™ direct to consumer telehealth service. Utilizing our proprietary payment system (Vezbi Pay), we aim to grow market share through strategic partnerships and acquisition targets. MyGuardianDoc™ alone is predicted to increase revenues over the next 12 months to \$27 million monthly, based on an independent market evaluation report obtained by VHHL, all of which will be channeled through the Vezbi Fintech vertical.

**Remittance Market:** Worldwide remittances are around \$149 Billion US (2021). Remittances to Mexico have nearly doubled between 2020 and 2022 to nearly \$60 Billion US. Vezbi has developed a payment gateway network providing access to 300,000 remittance locations throughout Latin America with 40,000 in Mexico alone. Via strategic agreements with Mexican and Latino centered organizations, such as the United Farm Workers Association, Vezbi Pay will initially target the Latino diaspora within the United States.

**Payment Processing Market:** The food service payment processing industry was forecast to reach \$997B in sales in 2023, with the primary method of payment being through credit and debit cards.

**Competitive Advantage:** Vezbi has identified strategic ISO providers as acquisition targets, which will enable Vezbi Pay to generate positive revenue and user adoption of the Vezbi Super App.

### Commerce

#### Vezbi Electronic Line

According to Statista, the United States is one of the world's largest smartphone markets and has over 310 million users as of 2023. More than 21% of US consumers are "very likely" to consider changing smartphones. WPF Holdings plans to capitalize on US consumers' familiarity and willingness to adopt new smartphones, as part of the launch. The Vezbi firmware will be the major distinguishing feature and marketing boost for these devices.

Revenue in the Smart Home market is projected to reach US \$38.8 Billion in 2024 with growth at an annual growth rate (CAGR 2024-2028) of 9.13%, resulting in a projected market volume of US \$55 Billion by 2028. US Smart Appliances is expected to have a household penetration of 15.7% in 2024 and is expected to hit 33.3% by 2028 (Statista). Given that 63% of US consumers prefer to buy directly from the brand (Podium), WPF Holdings sees this as the ideal time to introduce these smart devices directly to consumers along with the other consumer directed offerings.

While manufacturing is a larger market sector, initially, WPF Holdings' focus will be on utilizing the various Vezbi electronics products to gain a larger market share of both consumer and business users. Vezbi plans to provide tablets to business users to increase the use and activity on Vezbi. For consumers, the plan is to sell the electronics (especially the mobile devices) at a lower cost to incentivize consumers. Sales will be in store, on-line and as part of other direct to consumer offerings, including subscribers to the MyGuardianDoc™ telehealth system and the Latino focused payment system through Andale Pay. Ultimately, mobile devices, Smart Homes and the Vezbi Super App and its many features will all integrate into one system.

### Multi-Vender Marketplace

We have launched a beta version of a multi-vender marketplace on Vezbi where sellers can sell products or services. Verified sellers will be able to have their own online store, which enables them to tap into the user base of our Super App.

### Telehealth



**Virtual Health Holdings, Inc.** In early 2024, we acquired Virtual Health Holdings, Inc. (VHHI), a Florida based telehealth holding company. VHHI currently operates as a global virtual healthcare ecosystem, centered around the CareClix Group of companies, to provide the complete telehealth solution. The CareClix Group of companies consists of: CareClix Inc., CareClix Services, Inc., MyCareClix, Inc., CareClix Network PA and CareClix RPM, Inc., which are each a wholly owned subsidiary of VHHI), Inc.

**CARECLIX, INC.**

CareClix Inc.'s mission is to improve healthcare delivery through increased ease, interoperability, data management, and patient engagement. The CareClix® Anywhere Telemedicine platform was first developed in 2012 by practicing physicians; and development continues to be overseen by active licensed physicians. Our doctor focused approach drives our success in creating a suite of tools that improve care access, coordination, cost and quality. The CareClix® platform seamlessly and modularly integrates popular EHRs, claims systems, e-prescription, diagnostic laboratories, payer eligibility, medical devices and patient education. Currently the CareClix® virtual care platform has been recognized worldwide as one of the most complete telehealth platforms for medical service providers and will be integrated with the Vezby Super App. It has been ranked by KLAS and was selected as the premiere virtual care platform by the New York Medical Society, Dallas Medical Society, Northern Virginia Medical Society, San Bernadino Medical Society, and International Medical Society.

**CARECLIX SERVICES, INC.**

CareClix Services, Inc is a virtual healthcare delivery company. CareClix Services Inc combines the CareClix software with our multinational, multispecialty medical network to offer virtual healthcare services to a wide variety of health care services such as insurers, employers, affinity groups, healthcare systems, provider groups and independent physicians. Medical services are provided by our affiliate medical group CareClix Network PA. CareClix Network PA is a well-established network of primary care and specialist physicians, and hospitals – including mental health – both in the US and internationally.

**MYCARECLIX, INC.**

My CareClix, Inc operates as a direct-to-consumer healthcare delivery company providing affordable care with concentration on patient safety and healthcare equity. Integration of the MyGuardianDoc™ medical delivery and medical chaperone system with the Vezbi Super App represents a potentially revolutionary innovation in medical care. In October 2024, MyCareClix, Inc. has launched the MyGuardianDoc™ Weight Loss Program, as a doctor managed and directed weight loss program

List any subsidiaries, parent company, or affiliated companies.

Vezbi, Inc. was the only active subsidiary of the Issuer at December 31, 2023. Vezbi and the CareClix Companies under Virtual Health Holdings are currently subsidiaries of the Issuer at June 30, 2024.

**2. A description of assets acquired and the names of the purchaser and seller of such assets (if applicable).**

Shareholders of Vezbi, Inc. exchanged their shares in Vezbi for shares of the Company on the basis of one share of Vezbi for ten shares of the Company, resulting in Vezbi becoming a subsidiary of the Company and the former shareholders of Vezbi acquiring control of the Company. Vezbi, Inc is a technology company that developed and created the Vezbi Super App. A Super App is an all-in-one, multi-functional mobile app that combines multiple services with features that include various payment methods, other financial services and communication into a single ecosystem. Super Apps often use micro-apps, also known as "mini-apps," as a way to offer a wide range of services and functions within a single application.

The Company acquired VHHI and its operating subsidiaries from the SOLI Liquidating Trust, its sole shareholder, in exchange for 7 million unregistered common shares of the Company, resulting in VHHI becoming a wholly owned subsidiary of the Company. The acquisition closed in early 2024 subject to the issuance of the consideration shares by the transfer agent. Those shares had not yet been issued at June 30, 2024 and were listed as Shares Issuable in our financial statements for June 30, 2024 while our transfer agent awaited a Security Position Report from the Depository Trust Company for shares

to be issued to former street name holders of SOLI stock included as beneficiaries of the SOLI Liquidating Trust. A total of 7,000,734 shares were issued on July 24, 2024.

B. Describe the issuers' principal products or services.

VeZbi is the creator and developer of the VeZbi Super App. A Super App is an all-in-one, multi-functional mobile app that combines multiple services with features that include various payment methods, other financial services and communication into a single ecosystem. Super Apps often use micro-apps, also known as "mini-apps," as a way to offer a wide range of services and functions within a single app. Those shares are expected to be issued during the second quarter of 2024 in book entry (electronic) form as unregistered shares due to SEC Rule 145.

Micro-apps are small, specialized apps that are integrated into the Super App and can be accessed by users without the need to download additional apps or leave the Super App. With micro-apps, businesses are able to launch their own app at a fraction of the cost and time to develop a traditional app, all while tapping into the user base and ecosystem of a Super App. By design, a Super App should offer a seamless, integrated, and efficient experience that collates several single-purpose apps into one app, offering consumers a single portal through which they can access "everything" they typically need.

The CareClix Companies under Virtual Health Holdings are engaged in various aspects of the telehealth industry, as noted above.

#### **Joint Ventures and Partnerships.**

On October 3, 2023, as previously announced, we signed a joint agreement for the purposes of expanding the VeZbi Pay/Digital Payment System and money remittance system into Andale Pay™ with 300,000 locations throughout Latin America. We are currently negotiating to acquire the entire operation.

With Andale Pay, VeZbi Super App users will be able to load and send funds from the United States to hundreds of thousands of pick-up locations throughout Latin America. This is the first step of many to help us create a comprehensive payment solution that fits the wants and needs of Latinos as well as other customer groups, both in the US and abroad,

### **THE VEZBI SUPER APP**

From inception, we have developed VeZbi with the business owner in mind. Along with offering micro-apps, we have built business features for them. Currently, business owners can take advantage of the following features:

**Micro-Apps:** Business owners can have access to their own micro-app on VeZbi at a fraction of the cost of developing their own native app. Not only can business owners offer the app to their own customers, they can also promote to the user-base of the Super App.

For example, restaurants with micro-apps currently have access to loyalty programs, deal notifications, online menu, order tracking/status, and wait list.

**Marketplace:** We have implemented a multi-vender marketplace in VeZbi. Third party sellers are able to list their products and market them to our users. Although we are currently testing our B2C marketplace, we are also in the process of developing our B2B marketplace. Through the B2B marketplace, businesses will be able to order supplies directly through our app.

**Shop Now:** Our users can currently market their product or service through short videos on VeZbi. This often gives a more detailed description of products and services being promoted, as the videos are recorded live and linked directly to their own shopping cart/website.

**Shared Tasks:** This feature allows businesses to create and manage to-do lists and tasks and share them with other employees. Businesses can prioritize tasks, set due dates, and track their progress to stay organized and on top of their responsibilities. This feature can also integrate with calendars and reminders to ensure that tasks are completed on time.

**Messaging:** Businesses can stay connected with their customers or employees with our messaging feature. Through our Group messaging feature, users can upload digital assets and stay connected within their own Company infrastructure.

**Video Marketing:** Through Micro-Apps and SnipBits, businesses can post short videos to promote their product and services while linking their micro-apps or business website. Through video marketing, businesses can grow their following and indirectly/directly convert them to customers.

**Event Listings:** This feature allows businesses, organizations, and all users to share and promote their upcoming events directly to users. This feature benefits both the event organizers and the app users, as it provides a convenient and easily accessible platform to discover and attend events. Users can browse through a variety of events, such as concerts, conferences, festivals, and more, and can easily purchase tickets or register for events through the app. This feature can also include personalized event recommendations based on the user's interests and location. Additionally, businesses can use this feature to promote their own events and drive traffic to their physical locations or online stores.

As a Super App, we are in a unique position, as we must not only onboard consumers to use the various marketplaces, services, etc., but also we must, at the same time, bring on business for the consumers to buy from. We have approached this 'chicken or the egg' problem by focusing on community clusters and building out and filling in from there.

In September of 2022, we launched in Southern California by partnering with cities, local chambers of commerce and the local business community to gain business and consumer users. This has allowed us to show the concept and feasibility of the micro-apps and the municipality dashboard features, which has made onboarding easier across the board.

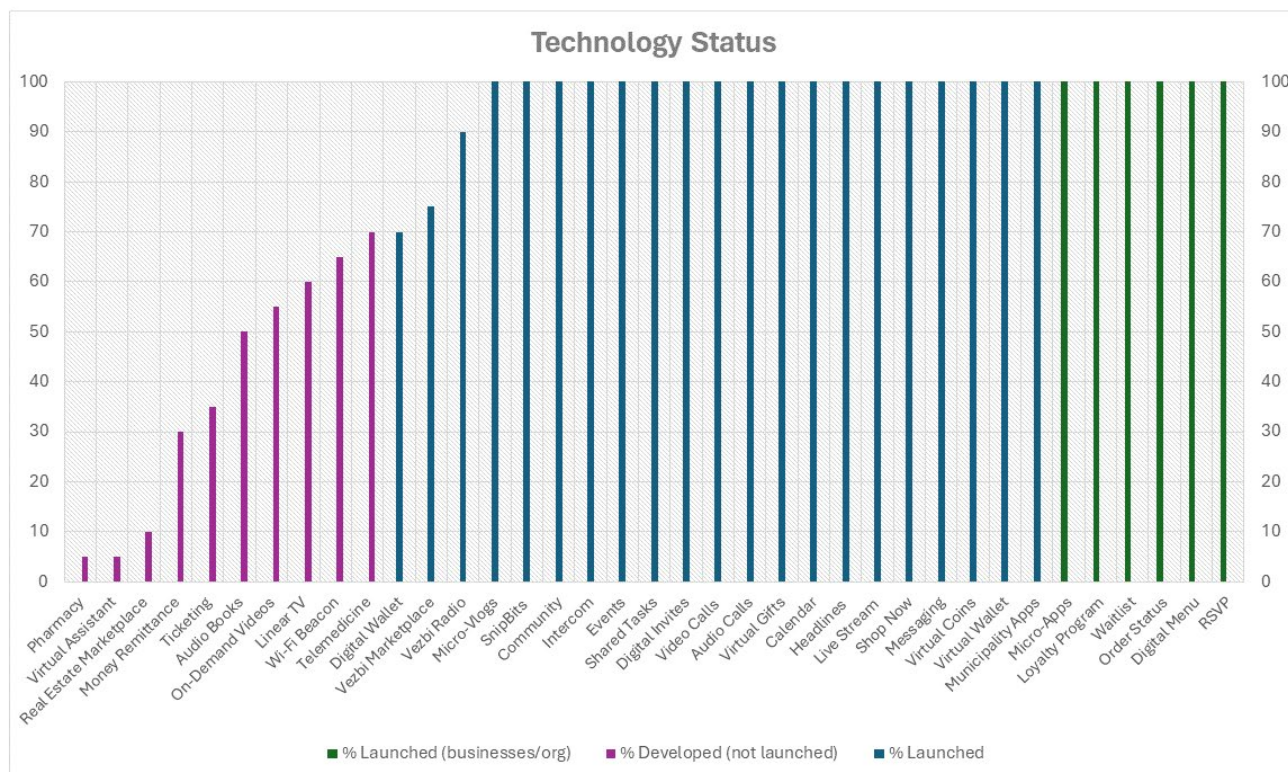
With this base as a springboard, we have recently focused on the consumer user more, by bringing on partnerships to allow for faster and easier growth. We are focusing on those who have not developed technology as a core component to their ventures or who would benefit from a more cohesive digital ecosystem.

For example, we have partnered with local organizations, businesses and promoters and are looking to expand becoming the event app for events, night markets and farmers markets, where there is typically no centralized app for consumers to go to experience these real-world events. These markets will benefit from being able to better understand their users/attendees, providing new and better services, and allowing them to have more sophisticated interactions with the market vendors.

In October 2022, we started offering restaurants their own micro-apps. Within a few months, over 500 restaurants have signed up for their own micro-apps, giving them access to their own loyalty program, online menu, deal notifications, waitlist, and order status. By providing restaurants with technology, we are able to gain users through their patrons.

We are currently available for download on the Apple App Store and Google Play Store. Through our developmental period, we have integrated over 180+ APIs, 800+ micro-apps, and 300k+ downloads.

Currently queued for development include technology for real estate marketplace (*i.e.* real estate listings & rental properties), video streaming service, healthcare services (*i.e.* telemedicine & pharmaceutical), and digital publishing & distribution services (*i.e.* music & books). A graphic of our developing technology is below:



Over the next two years, we will focus on gaining market share through strategic partnerships and our micro-app usage. We plan to file a Form 10 and S-1 registration over the next few months to become fully reporting with the SEC and also raise funds from the capital markets to further our technology development and to market our app. We are also actively planning to uplist from OTC Markets to either Nasdaq or NYSE in 2024.

**Revenues:**

Although our focus is primarily on gaining market share and awareness, we have positioned ourselves to generate revenues from various features and services throughout the app. Because we offer a wide spectrum of services, we do not need to charge a premium for every transaction, as we will earn fees throughout the app on multiple features. We have previously estimated 2024 revenues and anticipate increased revenues and profitable operation thereafter assuming adequate capital for growth, development, marketing and acquisitions.

**Revenue streams include:**

**In-App Purchases**

We earn revenue through in-app purchases from both consumers, businesses, and content creators.

**Businesses:** These include business subscription services, push notifications, promotions, and ad buys.

**Consumers:** These include FAVRS, stickers/emoji packs, and branded content.

**Social Media:** These include video boosts, featured video, subscription fees, and promotions.

**Financial Services & Transactions Fees**

We will earn transaction fees throughout the app. We will earn fees through our payment features along with our selling platforms. These fees include merchant services and online sales through Micro-apps. Financial

services will vary depending on what partnerships and integrations we add. Any transaction within our ecosystem will be fee-free, but we will charge appropriate fees when funds are needed to be moved outside of our ecosystem.

### **Marketplace & Shop Now Revenues**

As with other multi- vendor marketplaces, we charge a small fee for every transaction sold within our platform. We believe we can be extremely competitive in commission fees as our Marketplace is not our sole source of revenues.

### **Subscriptions & Premium Features**

Some of the features will be available only through subscriptions. We plan to offer content creators a subscription model to earn income. Depending on the feature, we will be offering a revenue split from fees earned. We will also offer premium business & tech support to businesses on the Micro-apps as well as on our Marketplace.

### **Events & Ticketing**

As part of our events listings, those who wish to charge for their event will be able to do so through our ticketing system. Depending on the business we will earn fees from revenue shares of ticket sales, transaction fees, etc. as is appropriate for the event and partnership.

### **Ad Revenues**

We will generate ad revenue from various locations, inserts within our ecosystem, media ads, banner ads, etc. As we gain market share with businesses and consumers, we will be turning on native advertising. Through the data points accumulated from our users through their app usage (i.e., shopping, restaurant, etc), our business owners will be able to market to the users more effectively. Again, we do not need to use “shared data” from 3rd party apps for marketing purposes. Additional ad revenue will be generated from custom marketing campaigns, promotions, and branded content.

### **TECHNOLOGY & VEZBI**

Our platform consists of Android and IOS client interfaces developed with technologies including Kotlin, Java, and Swift. We utilize technologies including PHP, Laravel, CodeIgniter, Scala, as well as database technologies such as MariaDB, Postgresql, and Cassandra for our server-side web app/API platforms. We are hosted on Amazon Web Services and have the capability of autoscaling. Our marketplace holds PCI DSS, GDPR certifications for security. For security monitoring, we utilize SSL and Amazon Cloudwatch. Our platform integrates with third party single sign-on and other services. The use and set of technologies we use will consistently be evolving as we improve and develop our platform.

### **PROJECT SEVA & VEZBI**

Henry Jan, the founder of our Super App platform developed Vezbi with the philosophy of altruistic egoism at its core. Altruistic egoism is a term that refers to the idea that one can act in an altruistic manner, or in a manner that aims to benefit others, while still acting in one’s own self-interest or said another way, the act of benefiting or improving others lives can also be an act to improve one’s own life.

Altruistic egoism is the economic model in which Vezbi was created. Vezbi’s actions can be seen as altruistic egoism, as it is motivated by a desire to benefit both the Company and others. For example, Vezbi launched *Project Seva*, a donation and partnership program for qualifying nonprofits who focus on (but not limited to) medical research, education, children & family services, immigration assistance, animal rights, disaster relief, community support and homelessness support.

Seva is the concept of selfless service that is performed without any expectation of result or award for performing it, an act of compassion and care for others above oneself. Vezbi will reward and work with these organizations to help carry out their mission and goals by utilizing our Super App platform or resources to assist them. At the closing of the Vezbi

acquisition transaction, our founder stepped down from the Company to focus on his passion to work with nonprofit organizations and foundations. Jan will have a limited advisory role moving forward with Vezbi.

## 5) 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.

The Issuer has no owned properties or facilities. The Company now operates from leased virtual office space in Melbourne, Florida and Vezbi operates from virtual offices in Southern California. All of the Company operations operate on a virtual, remote telecommuting basis.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer’s securities, 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.**

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 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.

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
Chad Gordon	Director	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	2,000	common	0.00077%	
Angel Orrantia <sup>1</sup>	President and CEO, Director	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	1,500,000	common	0.541%	--
Eddie Kwong <sup>2</sup>	Former President and director	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	300	common	0.00012%	

Indian River Financial Services, Inc.	Secretary Treasurer & CFO, General Counsel	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	--		--	Robert Hipple
Vezebi Family Trust	Shareholder	3579 E Foothill, #228, Pasadena, CA 91107	223,636,610	Common	79.9%	Zahir Herz, Trustee

1 Appointed May 15, 2024

2 Resigned for personal reasons May 15, 2024

## 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);

No

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;

No

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;

No

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

No

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.

No

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.

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a

description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

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.

#### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Donald Richards, Esq  
Address 1: 333 S. Grande Ave-Suite 3590  
Address 2: Los Angeles, CA 90071  
Phone: 714 860-2232  
Email: lawlogic@yahoo.com

#### Accountant or Auditor

Name: Joseph Rolston, CPA, Contract Controller  
Firm: Job Right Consulting, Inc.  
Address 1: 32 Highland Blvd.  
Address 2: Lynnbrook. NY 11563  
Phone: 917 667-3936  
Email: jrjobrightconsulting@gmail.com

#### Investor Relations

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

#### *All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

#### Other Service Providers

Provide the name of any other service provider(s) **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: Robert Hipple  
Firm: Indian River Financial Services, Inc.  
Nature of Services: Regulatory compliance, Consulting CFO and General Counsel  
Address 1: Suite 13-1020  
Address 2: 1270 N. Wickham Road, Melbourne, FL 32935



Phone: 321 223-2670  
Email: rhipple@indianriverconsulting.com

## 9) Financial Statements

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

Name: Robert Hipple  
Title: Consultant CFO and General Counsel  
Relationship to Issuer: Contract Consultant

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: Joseph Rolston  
Title: CPA, Consultant  
Relationship to Issuer: Consultant, Controller

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> Experienced public company CPA.

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

Financial statements and related footnotes are included in this Report immediately following the signature page.

## 10) Issuer Certification

*Principal Executive and Financial Officer:*

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

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, Angel Orrantia, President certify that:

1. I have reviewed this Disclosure Statement of WPF Holdings, 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.

10-15-2024 [Date]

/s/ Angel Orrantia [President's Signature]

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

*Principal Accounting Officer:*

I, Joseph Rolston certify that:

1. I have reviewed this Disclosure Statement for WPF Holdings, 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.

10-15-2024 [Date]

/s/ Joseph Rolston [Controller's Signature]

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

**FINANCIAL STATEMENTS FOLLOW**

**WPF Holdings, Inc. and Subsidiaries**  
**CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2024</b>	<b>December 31, 2023</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ 29,861	\$ 21,984
Accounts Receivable, net of allowance for doubtful accounts of \$0	100,688	-
Prepaid expenses	20,462	-
Total Current Assets	151,011	21,984
<b>Other Assets</b>		
Goodwill	58,801,739	57,973,523
Intangible assets, net of accumulated amortization of \$659,530 at June 30, 2024	356,254	-
Investment in subsidiaries	5,317,753,977	5,310,045,477
Total Other Assets	5,376,911,970	5,368,019,000
<b>TOTAL ASSETS</b>	<b>\$ 5,377,062,981</b>	<b>\$ 5,368,040,984</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT)</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 1,555,390	\$ 168,271
<b>Other Current Liabilities</b>		
Settlement of judgment	40,000	42,500
Due related parties	2,954,607	1,179,908
Note payable for asset purchase	1,922,000	1,922,000
Notes payable	1,318,387	-
Other current liability (Note 6)	1,604,932	-
Total other current liabilities	7,839,926	3,144,408
Total Current Liabilities	9,395,316	3,312,680
<b>Long Term Liabilities</b>		
Notes Payable - Related party	444,412	444,412
Convertible debt	580,000	135,000
Total Long Term Liabilities	1,024,412	579,412

TOTAL LIABILITIES	<u>10,419,728</u>	<u>3,892,092</u>
SHAREHOLDERS' EQUITY		
Common Stock		
500,000,000 shares authorized, par value \$0.001, 279,904,022 and 269,513,642 shares issued and outstanding at June 30, 2924 and December 31, 2023, respectively	279,904	269,514
Common stock issuable	<u>195,569,737</u>	<u>251,722,657</u>
Total common stock	195,849,641	251,992,171
Additional paid-in capital	5,188,240,223	5,128,596,475
Accumulated deficit	<u>(17,446,611)</u>	<u>(16,439,753)</u>
Total Shareholders' Equity	<u>5,366,643,253</u>	<u>5,364,148,893</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ <u><u>5,377,062,981</u></u>	\$ <u><u>5,368,040,984</u></u>

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

**WPF Holdings, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the six months ended June 30, 2024 <u>(Unaudited)</u>	For the six months ended June 30, 2023 <u>(Unaudited)</u>	For the three months ended June 30, 2024 <u>(Unaudited)</u>	For the three months ended June 30, 2023 <u>(Unaudited)</u>
<b>REVENUE</b>				
Software as a Service	\$ 62,438	\$ -	\$ 11,394	\$ -
Fee for Services	<u>645,418</u>	<u>-</u>	<u>286,828</u>	<u>-</u>
Total Revenue	<u>707,856</u>	<u>-</u>	<u>298,222</u>	<u>-</u>
<b>COST OF SALES</b>				
Contract Services	<u>93,470</u>	<u>-</u>	<u>40,763</u>	<u>-</u>
Total Cost of Sales	<u>93,470</u>	<u>-</u>	<u>40,763</u>	<u>-</u>
<b>GROSS PROFIT</b>	<u>614,386</u>	<u>-</u>	<u>257,459</u>	<u>-</u>
<b>OPERATING EXPENSES</b>				
Sales and Marketing	227,178	220,265	130,583	103,770
Technology Development	452,860	245,388	263,960	137,649
General and Administrative	<u>738,812</u>	<u>31,812</u>	<u>395,527</u>	<u>16,431</u>
Total Operating Expenses	<u>1,418,850</u>	<u>497,466</u>	<u>790,070</u>	<u>257,850</u>
<b>NET OPERATING LOSS</b>	<u>(804,464)</u>	<u>(497,466)</u>	<u>(532,611)</u>	<u>(257,850)</u>
<b>OTHER INCOME AND EXPENSE</b>				

Interest Expense	<u>(202,394)</u>	<u>(23,248)</u>	<u>(98,929)</u>	<u>(11,640)</u>
NET OTHER EXPENSE	<u>(202,394)</u>	<u>(23,248)</u>	<u>(98,929)</u>	<u>(11,640)</u>
NET LOSS	\$ <u><u>(1,006,858)</u></u>	\$ <u><u>(520,714)</u></u>	\$ <u><u>(631,540)</u></u>	\$ <u><u>(269,490)</u></u>

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

**WPF Holdings, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**For the six months ended June 30, 2024**  
**UNAUDITED**

	Common Shares #	Stock Amount \$	Common Issuable \$	APIC \$	Accumulated Deficit \$	Totals \$
<b>Balance January 1, 2024</b>	269,513,642	269,514	251,722,657	5,128,596,475	(16,439,753)	5,364,148,893
Common stock issued for Vezbi Acquisition	10,040,380	10,040	(68,353,970)	76,052,430		7,708,500
Common stock issued for Preferred conversion	350,000	350	(350)	-	-	-
Common stock issuable for Acquisitions			12,201,400	(12,201,400)		-
Net assets acquired from VHHI				(4,207,282)		(4,207,282)
Net loss					(1,006,858)	(1,006,858)
<b>Balance June 30, 2024</b>	<u>279,904,022</u>	<u>279,904</u>	<u>195,569,737</u>	<u>5,188,240,223</u>	<u>(17,446,611)</u>	<u>5,366,643,253</u>

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

**WPF Holdings, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**For the three months ended June 30, 2024**  
**UNAUDITED**

	Common Shares #	Stock Amount \$	Common Issuable \$	APIC \$	Accumulated Deficit \$	Totals \$
<b>Balance April 1, 2024</b>	277,572,142	277,423	229,964,887	5,158,054,836	(16,815,071)	5,371,482,075
Common stock issued for Vezbi Acquisition	2,331,880	2,331	(34,395,000)	34,392,669		-
Common stock issued for Preferred conversion		150	(150)			-
Net assets acquired from VHHI				(4,207,282)		(4,207,282)
Net loss					(631,540)	(631,540)
<b>Balance June 30, 2024</b>	<u>279,904,022</u>	<u>279,904</u>	<u>195,569,737</u>	<u>5,188,240,223</u>	<u>(17,446,611)</u>	<u>5,366,643,253</u>

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

**WPF Holdings, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**For the six months ended June 30, 2023**  
**UNAUDITED**

	Common Shares #	Stock Amount \$	Common Issuable \$	APIC \$	Accumulated Deficit \$	Totals \$
<b>Balance January 1, 2023</b>	138,004	138	4,990,000	10,966,417	(15,427,346)	529,209
Net loss					(1,258,329)	(1,258,329)
<b>Balance June 30, 2023</b>	138,004	138	4,990,000	10,966,417	(16,685,675)	(729,120)

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

**WPF Holdings, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**For the three months ended June 30, 2023**  
**UNAUDITED**

	Common Shares #	Stock Amount \$	Common Issuable \$	APIC \$	Accumulated Deficit \$	Totals \$
<b>Balance April 1, 2023</b>	138,004	138	4,990,000	10,966,417	(15,452,914)	503,641
Net loss					(1,232,760)	(1,232,760)
<b>Balance June 30, 2023</b>	138,004	138	4,990,000	10,966,417	(16,685,675)	(729,120)

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



**WPF Holdings, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the six months ended June 30,**

	<u>2024</u>	<u>2023</u>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Cash Flows From Operating Activities</b>		
Net loss	\$ (1,006,858)	\$ (520,714)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization	62,812	-
Changes in operating assets and liabilities:		
<i>(Increase) decrease in:</i>		
Accounts receivable	21,312	-
Prepaid expenses and other current assets	(20,462)	-
<i>Increase (decrease) in:</i>		
Accounts payable and accrued expenses	433,122	561,257
Settlement of judgement	(2,500)	(20,000)
	<hr/>	<hr/>
Cash used by operating activities	(512,574)	20,542
<b>Cash Flows From Investing Activities</b>		
Cash acquired in acquisition	19,403	-
	<hr/>	<hr/>
Cash provided by investing activities	19,403	-
<b>Cash Flows From Financing Activities</b>		
Proceeds of demand notes payable - related party	286,954	159,811
Proceeds from notes payable	70,500	-
Proceeds from loans payable	184,972	-
Repayment of loans payable	(41,377)	(393,972)
	<hr/>	<hr/>
Cash (used)/provided by financing activities	501,049	(234,161)
	<hr/>	<hr/>
<b>Net Increase (decrease) in Cash and Cash Equivalents</b>	7,877	(213,619)
<b>Cash and Cash Equivalents - beginning</b>	21,984	227,209
	<hr/>	<hr/>
<b>Cash and Cash Equivalents - end</b>	\$ <u>29,861</u>	\$ <u>13,591</u>

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

**WPF Holdings, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**June 30, 2024**  
**(Unaudited)**

**Note 1. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS**

In May 2024, WPF Holdings, Inc. (the “Company”) elected to change its fiscal year from December 31 to June 30, effective immediately. As a result, its first new fiscal year ended June 30, 2024. The Company previously filed an Annual Disclosure Report for the fiscal year ended December 31, 2023; accordingly, this Annual Disclosure Report, and the accompanying consolidated financial statements, are for the six month transition period from January 1, 2024 to June 30, 2024. The consolidated financial statements filed with this Report include the results of operations of the Company, its majority owned (95+%) subsidiary Vezbi, Inc., and the wholly owned subsidiary, Virtual Health Holdings, Inc. (“VHHI”) and its subsidiaries.

During the then fiscal year ended December 31, 2023, control of the Company was acquired by six shareholders of Vezbi, Inc., a California corporation, by the exchange of ten shares of WPF Holdings, Inc. common stock for each share of Vezbi, resulting in the issue of 231,886,610, shares of WPF Holdings, Inc. to the six Vezbi shareholders, representing more than 85 percent of the resulting common stock outstanding. An additional 37,467,586 shares of WPFH common stock were issued by December 31, 2023 for additional shares of Vezbi with the remaining 11,269,824 outstanding Vezbi shares at December 31, 2023 reserved and included in Shares Issuable at December 31, 2023. During the three months ended March 31, 2024, the Company issued 7,708,500 common shares in acquisition of additional minority shares of Vezbi, Inc., leaving 3,561,324 shares still to be converted, valued at \$71,222,919. During the quarter ended June 30, 2024 the Company issued 2,331,880 additional shares, leaving 2,549,350 shares still issuable, valued at \$50,987,00, included as Shares Issuable at June 30, 2024, As of the date of this Report, an additional 449,350 shares have been issued, leaving 2,100,000 shares still to be issued to Vezbi minority shareholders.

The acquisitions of Vezbi, Inc. was treated for financial reporting purposes as a business combination and reverse merger under ASC-10, ASC 805-20 and ASC 805-30., with Vezbi, Inc. considered as the accounting acquirer; accordingly, the date of inception and financial statements of Vezbi, Inc. are treated as those of the Company. The accompanying financial statements therefore are reported as those of Vezbi, Inc., modified as required to incorporate the previous equity of WPF Holdings, Inc.

During the last quarter of 2023, the Company agreed to acquire all of the stock of Virtual Health Holdings, Inc. (VHHI). Under the terms of the agreement, modified and amended in the first calendar quarter of 2024, the Company agreed to issue 7 million common shares for the acquisition of VHHI. The shares were valued at the then market price of the Company shares of approximately \$20.00 per share, as reported on the OTC Markets (Link), resulting in an indicated deal value of \$140,000,000. The consideration shares were finally issued by the Company transfer agent on July 26, 2024, in the amount of 700,000.728 shares due to rounding up and were issued proportionately to the shareholders of VHHI.

The financial statements to which these footnotes are attached were prepared by management based on the \$20.00 market value per share for the common shares issued in the VHHI acquisition, resulting in an aggregate deal value for the acquisition of approximately \$140,000,000. The aggregate deal value was then allocated to the assets and liabilities assumed in the transaction in management’s best judgment. Under ASC 80 the Issuer has completed the accounting for the transaction on a provisional basis pending the planned retention of an independent expert to value the transaction and allocate the resulting acquisition values in accordance with ASC 805. Management expects to file any required adjustments to these provisional amounts by the end of the permitted one-year measurement period.

**ORGANIZATION AND NATURE OF BUSINESS**

WPF Holdings, Inc. prior to the reverse merger with Vezbi, Inc., was originally formed as a New York corporation under the name MagicCommunications, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. The Company operated under that name through January 2015, when the corporate name was changed to World Poker Fund Holdings, Inc. On October 10, 2014, the Company and the shareholders of World Poker Fund, Inc. agreed to exchange their shares in that company for stock of the Company. Under the Exchange Agreement, the outstanding preferred stock of the Company remained issued and outstanding, the current issued and outstanding common stock of the Company, after giving effect to conversions of convertible securities then outstanding, was reduced on a 1 for 150 basis, the authorized stock of the Company was set at 250 million shares of common

stock and 5 million shares of preferred stock, and 1,000,000 Series A Preferred Stock remained outstanding, as of December 31, 2015. In January 2016, World Casinos & Resorts, Inc. acquired the Series A Preferred Stock and became the controlling owner of the Company. Periodic Holdings, Inc., a Delaware corporation in which the former Chairman and CEO of the Company is a principal, acquired the controlling interest in World Casinos & Resorts, Inc. during 2017. As of December 31, 2022, WPFH wrote off its earlier investments in several operating companies, retaining only its interest in LinkDate.

Vezbi, Inc. was incorporated in California on July 25, 2016, and was a development stage company from inception until late in 2022 when it completed development and began testing of its super-app technology. Henry Jan was the incorporator and primary principal of Vezbi and developer of the super app from inception until the shareholders of Vezbi acquired control of WPF Holdings, Inc. in April 2023, when he removed himself from Vezbi for personal reasons. Vezbi was funded by Mr. Jan personally and through sales of notes and common stock by Vezbi in exempt private transactions.

On October 11, 2022, the Company entered into a Settlement Agreement and Mutual Release with Maurice Mills and Performance Systems, Ltd. to resolve all issues relating to the Company's failed acquisition of Real Deck, Incorporated by WPFH. Under the terms of the settlement, the Company agreed to issue unregistered common stock valued at \$385,477 at the closing market price on October 14, 2022, plus \$100,000 in cash in installments to discharge in full an outstanding judgment and an additional \$331,500 shares of common stock at the same price in resolution of all other claims. The settlement shares have not yet been issued and the settlement date values are included in Shares Issuable at March 31, 2023.

In September 2022, the Company changed its corporate name to WPF Holdings, Inc., changed its domicile to Florida and undertook a 1 for 500 reverse split of its common stock, leaving only 138,004 common shares outstanding. The Company also wrote off as impaired its investments in Real Deck, virtual gaming assets and other assets, retaining only the LinkDate operations as of December 31, 2022. At year end December 2022, WPFH determined that all of the prior acquisitions were impaired except LinkDate and accordingly wrote off the other investments as of December 31, 2022, in anticipation of the acquisition of control of WPFH by the Vezbi shareholders.

During the then fiscal year ended December 31, 2023, control of the Company was acquired by six shareholders of Vezbi, Inc., a California corporation, by the exchange of ten shares of WPF Holdings, Inc. common stock for each share of Vezbi, resulting in the issue of 231,886,610, shares of WPF Holdings, Inc. to the six Vezbi shareholders, representing more than 85 percent of the resulting common stock outstanding of Vezbi. An additional 37,467,586 shares of WPFH common stock were issued by December 31, 2023 for additional shares of Vezbi with the remaining 12,370,024 shares issuable for the outstanding Vezbi shares at December 31, 2023 reserved and included in Shares Issuable at December 31, 2023. During the three months ended March 31, 2024, the Company issued 7,708,500 common shares in acquisition of additional minority shares of Vezbi, Inc., leaving 4,661,524 shares still to be converted, valued at \$97,497,980. During the quarter ended June 30, 2024, the Company issued 2,331,880 additional shares, leaving 2,329,64450 shares still issuable, valued at \$46,607,560, included as Shares Issuable at June 30, 2024. As of the date of this Report, additional shares have been issued, leaving 2,100,000 Company shares still to be issued to Vezbi minority shareholders.

As part of the negotiations for the acquisition of WPFH shares by the Vezbi shareholders in early 2023, Periodic Holdings, Inc., the sole shareholder of the Series A convertible preferred stock representing voting control of the Company, agreed to modify the conversion terms for the preferred stock, then fixed at a conversion into 51 percent of the resulting outstanding shares of common stock of WPFH. At that time, there were approximately 144,000 common shares outstanding and a voluntary conversion of the Series A preferred shares would have required the issuance of about 149,800 common shares to the Series A holder. To induce the conversion, it was agreed that the Series A shares would convert into a fixed number of 350,000 WPFH common shares thereafter at the election of the Series A holder. In November, 2023, the Series A preferred holder elected to convert to the 350,000 common shares, of which 250,000 shares were issued to one shareholder in early 2024 and the remaining 100,000 common shares were issued to four named persons.

## TELEMEDICINE

On September 16, 2023, as previously announced, the Company signed a definitive agreement, later amended, to acquire Virtual Health Holdings, Inc ("VHHI"), a Florida Corporation, in exchange for 7 million shares of restricted WPFH common stock, with an additional 4 million shares issuable based on certain milestones over the subsequent 24 months after initial funding is provided by WPFH, to acquire VHHI. During February 2024 the Company executed the definitive agreement and the agreement became effective as of January 1, 2024. VHHI has telemedicine operations in all 50 states and 37 countries, being the largest provider of telemedicine services in the Middle East. VHHI currently operates as a global virtual healthcare ecosystem centered around the CareClix Group of companies to provide the complete telehealth solution. The CareClix Group of companies consists of: CareClix Inc., CareClix Services, Inc., MyCareClix, Inc., CareClix Network PA and CareClix RPM, Inc., which are each a wholly owned subsidiary of VHHI. VHHI and the CareClix Group of Companies have audited

financial statements for each of the fiscal years ended December 31, 2019, 2020, 2021 and 2022. The transaction closed in February 2024 although the initial consideration shares were not issued until July 24, 2024, pending confirmation of the street name shareholders to receive shares from the Depository Trust Company.

The table below summarizes the net assets/(obligations) acquired by the Company in the transaction:

Cash	\$	19,403
Accounts receivable		122,000
Goodwill		828,216
Intangible, net of accumulated amortization of \$596,718		419,066
Accounts payable and accrued expenses		(1,072,682)
Advances from related party		(1,487,745)
Notes payable		(1,059,684)
Othe current liability		(1,530,856)
Convertible debt		(445,000)
		<u>(4,207,282)</u>
Net assets/(obligations) acquired		<u>(4,207,282)</u>

VHHI and the CareClix Companies have continued the commercial telemedicine operations initiated in mid-2019 and the results of operations for the period from January 1, 2024 to June 30, 2024 are included in the consolidated financial statements filed with this Report. Subsequent to the fiscal year, VHHI and the CareClix Companies have developed and are launching MyGuardianDoc™ through MyCareClix, Inc. to provide subscription telemedicine service plus medical guidance direct to consumers. The MyGuardianDoc™ service provides telemedicine service to a subscriber and the immediate householder members for a monthly subscription of \$29, and with a small co-pay for actual doctor consults. See, [www.myguardiandoc.com](http://www.myguardiandoc.com) for more details. A projection made by an independent digital marketing company estimates more than 1 million subscribers within one year after it commences marketing of the program, estimated to be before year end. As part of the MyGuardianDoc™ subscription, a Subscriber may also elect to join the Weight Loss Program, which VHHI has just made available. For a monthly fee of \$208, which actually includes the MyGuardianDoc™ monthly subscription fee, the Subscriber will receive the following:

- \*One physician weight loss telemedicine medical consultation per month
- \*A lab self-test kit (3 per year)
- \*Compounded **Trizepatide** by major online pharmacy. It is at the physician's discretion whether to prescribe compounded Semaglutide or Tirzepatide and the monthly fee rate may increase if the prescribed dosage exceeds .25 mg for semaglutide and 2.5mg for trizepatide, or if a branded weight loss drug is requested.
- \*Monthly subscription to MyGuardianDoc™

MyCareClix, Inc. delayed with the implementation of the Weight Loss Program to survey its physicians on the recommended protocol for managing and monitoring patients, to insure that the participating on-line pharmacy company could supply the quantity and quality needed, and to engage with a laboratory company to provide test kits and test analysis for physician review. MyCareClix, Inc. believes it has the best physician reviewed and managed program, at a price which is a fraction of other programs now operating. The MyGuardianDoc™ Weight Loss Program is expected to be fully operational by November 1, 2024,

The Company has chosen to make healthcare one of the first market sectors it develops under the Vezbi Super App, and has made agreements to acquire in whole or part several other healthcare companies. The healthcare industry is one of the largest industries in the United States and we believe the Vezbi Super App can simplify and integrate medical information and services for consumers, which will, in turn, help medical providers, insurers and related companies be able to focus more on patient care and remain bogged down by the technical hang-ups that have plagued the industry for years. Through the Vezbi Super App and the power of its cohesive integrations, the Company will be able to break through the "log jam" that the healthcare industry has struggled with as it tries to adapt to the growing digital world.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The consolidated financial statements of the Company as of June 30, 2024, include the financial statements of Vezbi, Inc and VHHI and its subsidiaries for the six months ended June 30, 2024, as a transition from the previous year end reporting at

December 3, 2023. In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make the Company's financial statements not misleading have been included. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All significant inter-company balances and transactions have been eliminated in consolidation.

### **Cash and Cash Equivalents**

Cash includes all cash and highly liquid investments with original maturities of three months or less. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses on these accounts.

### **Property and Equipment**

Property and equipment are recorded at cost less accumulated depreciation. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to seven year estimated useful lives of the assets.

### **Impairment of Long-Lived Assets**

The Company reviews our long-lived assets for impairment when events or changes in circumstances indicate that the book value of an asset may not be recoverable. The Company evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible impairment. The Company uses an estimate of future undiscounted net cash flows of the related asset or group of assets over the estimated remaining life in measuring whether the assets are recoverable. If it is determined that an impairment loss has occurred based on expected cash flows, such loss is recognized in the statement of operations.

### **Accounts Receivable**

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to our customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on management's assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded as income when received.

### **Income Taxes**

Income taxes are accounted for in accordance with the provisions of FASB ASC Topic 740-10. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the quarters in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly. Due to the uncertainty whether the accumulated losses will be available to offset future revenues, no deferred tax asset has been reported.

The Company follows the provisions of FASB ASC 740-10-50 and has performed a comprehensive review of our uncertain tax positions in accordance with recognition and measurement standards established by the codification. In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a filed tax return, or expected to be taken in a tax return, that has not been reflected in measuring income tax expense for financial reporting purposes. The Company does not expect any reasonably possible material changes to the estimated amount of liability associated with an uncertain tax position. The Company's continuing policy is to recognize accrued interest and penalties related to income tax matters in income tax expense.

### **Related Parties**

For the purposes of these financial statements, parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the other party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities. As a result of the Vezbi acquisition, the Vezbi Family Trust acquired the majority of the common stock of the Company and is considered a related party.

## **Revenue Recognition**

The Company recognizes revenue in accordance with FASB ASC 926-605 on revenue recognition for entertainment films. Revenue from the sale of film and television programming rights and license arrangements will be recognized only when persuasive evidence of a sale or arrangement with a customer exists, the project is complete, the contractual delivery arrangements have been satisfied, the license period has commenced if applicable, the arrangement fee is fixed or determinable, collection of the arrangement fee is reasonably assured, and other conditions as specified in the respective agreements have been met.

Revenue from production services for third parties is recognized when the production is completed and delivered. All associated production costs are deferred and charged against income when the film is delivered, and the related revenue is recognized.

Fees for other services provided to third parties are recognized as revenues when the services are performed and there is reasonable assurance over the collection of the fees. Cash received in advance of meeting the revenue recognition criteria described above is recorded as deferred revenue.

## **Basic and Diluted Earnings/ (Loss) Per Share**

Net earnings and loss per share is computed in accordance with FASB ASC 260-10 and requires the presentation of both basic and diluted earnings per share. Basic net earnings and loss per common share is computed using the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur through the potential effect of common shares issuable upon the exercise of stock options, warrants and convertible securities. The calculation assumes: (i) the exercise of stock options and warrants based on the treasury stock method; and (ii) the conversion of convertible preferred stock only if an entity records earnings from continuing operations, as such adjustments would otherwise be anti-dilutive to earnings per share from continuing operations.

## **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from those estimates and those differences could be material.

## **Going Concern**

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has suffered an operating loss, has operating cash outflows, and negative working capital and positive stockholders' equity. Our ability to continue as a going concern is dependent upon achieving profitable operations and generating positive cash flows. The previous level of operations may not sustain the Company's expenses and it may have to borrow additional funds to meet cash needs. These factors, among others, could affect our ability to continue as a going concern; however, pending acquisitions and business growth are expected to provide sufficient capital to meet our working capital needs for more than the next 12 months.

There can be no assurances that the Company will be able to achieve profitable operations or obtain additional funding. These factors create substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty.

## **Other Comprehensive Income**

The Company has no components of other comprehensive income and, accordingly, no Statement of Comprehensive Income has been included in the accompanying consolidated financial statements.

## **Recent Accounting Pronouncements**

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial condition or the results of our operations.

## Note 2. FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States define 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 at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1. We value assets and liabilities included in this level using dealer and broker quotations, bid prices, quoted prices for similar assets and liabilities in active markets, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Initial valuations of recent acquisitions have been valued based on the trading price of the stock consideration given by the Company plus any related cash consideration.

### Recurring Fair Value Measurements

In accordance with accounting principles generally accepted in the United States, certain assets and liabilities are required to be recorded at fair value on a recurring basis. During the fiscal period ended March 31, 2024, no adjustments were required.

## Note 3. INCOME TAXES

The Company accounts for income taxes in accordance with accounting standards for Accounting for Income Taxes which require the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Additionally, the standards require the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The following is a reconciliation of income taxes computed using the statutory Federal rate to the income tax expense reflected in the financial statements at March 31, 2024 and 2023:

Income tax provision at the federal statutory rate	34%
Income tax provision at the state statutory rate	4%
Effect of operating losses	(38%)

Under Sections 382 and 269 (the 'shell corporation' rule) of the Code following an 'ownership change,' special limitations ('Section 382 Limitations') apply to the use by a corporation of its net operating loss, or NOL, carryforwards arising before the ownership change and various other carryforwards of tax attributes (referred to collectively as the 'Applicable Tax Attributes'). It is anticipated that these Attributes will apply to the Company as a result of the acquisition of control of the Company by the Vezbi shareholders.

## Note 4. OPERATING LEASES

At June 30, 2024, the Company occupied leased virtual office space in Melbourne, Florida as its principal and sole offices and Vezbi maintained its principal virtual offices in Pasadena, California.

## Note 5. CONVERTIBLE DEBT

In September 2023 the Company issued a convertible note in the principal amount of \$35,000 for a cash investment. The note matures in 2024 bears interest at 8 percent and is convertible at the election of the holder into common stock at a conversion price of 60 percent of the 10-day average closing price ending with the date of conversion. On September 8, 2023, a second note was issued on identical terms. in the principal amount of \$100,000. No additional convertible notes were issued in the quarter ended June 30, 2024 by the Company. VHHI and the CareClix subsidiaries also has notes outstanding, but thrsr notes are not convertible into Company stock.

## **Note 6. Other Current Liability**

As part of the acquisition of the net assets of VHHL, the Company assumed Other Current Liability totaling \$1,530,000. The Other Current Liability was determined as follows:

As of December 31, 2021, CareClix Holdings, Inc. f/k/a Solei Systems, Inc. (SOLI) completed the Interim Closing of the transfer of its four subsidiaries to Life on Earth, Inc. (LFER). The four subsidiaries were CareClix, Inc., CareClix Services, Inc., CareClix RPM, Inc. and MyCareClix, Inc. The consideration for the transfer was an undertaking to issue common shares of LFER to the shareholders of SOLI as soon as those common shares were registered with the SEC, required to be completed by May 31, 2022. As a result of that transaction, SOLI would have no remaining assets, but had a series of convertible promissory notes outstanding convertible, the principal amounts aggregating to \$1,110,000, into SOLI common stock at the option of the holder but maturing in Fall 2021 or Spring 2022. Each of the noteholders was contacted and offered the option to convert their existing note into a convertible note in LFER or to a promissory note in CareClix, Inc., however, the nine note holders (some with multiple notes) refused and insisted on retaining their existing notes in CareClix Holdings, Inc. (hereafter the "SOLI Notes"). Following the December 31, 2021, contingent closing, SOLI adopted a plan of complete liquidation with its only assets being the contingent interest in the four former subsidiaries pending the effectiveness of the registration statement to be filed by LFER and its only liabilities being the total principal and accrued interest on the SOLI Notes.

To continue the operations of the CareClix business and to honor the commitment to repaying the outstanding notes, notwithstanding the refusal of the nine SOLI noteholders, CareClix, Inc. agreed with SOLI to assume the obligation to repay the amounts owed by SOLI as of December 31, 2021 in exchange for the cancellation of intercompany advances by SOLI to CareClix, Inc. in the same amount. Accordingly, the SOLI Notes liability was placed on the books of CareClix, Inc. effective January 1, 2022 as an "Other Current Liability", technically without interest. Interest, however, is being accrued on this liability nonetheless because the then principal shareholder of VHHL, determined that it is in the Company's best interest to honor the Company's original commitment to the nine SOLI note holders. There is no direct relationship between CareClix, Inc. and the nine SOLI noteholders and no documentation of any loans or other liability of CareClix, Inc. to the nine SOLI noteholders.

In May 2022, the default date on the registration of the shares to be issued by LFER as the consideration for the transfer of the CareClix subsidiaries to LFER was extended and in September 2022, the extension was rescinded, and the transaction was cancelled. The four CareClix subsidiaries then reverted automatically to SOLI, were immediately transferred by SOLI in liquidation to the SOLI Liquidation Trust and SOLI was dissolved under Florida law. The SOLI Liquidation Trust then conveyed the four CareClix subsidiaries to Virtual Health Holdings, Inc., a newly formed Florida corporation, and received all the stock in that entity, all in September 2022.

## **NOTE 7. SUBSEQUENT EVENTS**

WPF Holdings had entered into several agreements as of December 31, 2023 to acquire companies that would allow for a more rapid development in technology, specific market sectors and overall growth. The companies under these agreements ranged from pre-revenue start-ups to nearly 30 years of operational history. Those acquisitions are no longer pending.

### **JOINT VENTURES AND PARTNERSHIPS.**

The Company has signed a joint agreement for the purposes of expanding the Vezbi Pay/Digital Payment System and money remittance system into Andale Pay™ with 300,000 locations throughout Latin America. Andale Pay™ is expected to start operating by calendar year end.

With Andale Pay, Vezbi Super App users will be able to load and send funds from the United States to hundreds of thousands of pick-up locations throughout Latin America. This is the first step of many to help us create a comprehensive payment solution that fits the wants and needs of Latinos as well as other customer groups, both in the US and abroad,