

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Profile Solutions, Inc.
A Florida Corporation
8411 West Oakland Park Blvd.
Suite 201 Sunrise, FL 33351
(844) 856-8838
www.profilesolutionsinc.com
info@profilesolutionsinc.com

SIC Code: 5090

Quarterly Report For the Period Ending: March 31st, 2019

As of May 20, 2019, the number of shares outstanding of our Common Stock was:

775,275,252

As of April 3, 2019, the number of shares outstanding of our Common Stock was:

774,708,585

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

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐

No: ☒

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

Yes: ☒

No: ☐

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

Profile Solutions, Inc. is a Delaware corporation originally incorporated as YaFarm Technologies, Inc. on July 31, 2006. On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware, the Company entered into a Share Exchange Agreement ("Share Exchange Agreement") with Profile Solutions, Inc. a Florida corporation ("Profile Florida") incorporated on February 14, 2014 issuing an aggregate total of 42,500,000 shares in exchange of 100% ownership and assets of Profile Florida. As part of the transaction, the Company filed a certificate of amendment with the State of Delaware changing its name to Profile Solutions, Inc. The Company entered into a Share Exchange Agreement with Elite Products International, Inc. a Florida corporation ("Elite") on December 14th, 2017 issuing an aggregate total of 600,000,000 shares in exchange

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

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

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

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

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

Daszcal Bolton, LLP.
490 Sawgrass Corporate Parkway
Suite 200
Sunrise, Florida 33325-6254
954-974-3544
candres@dbllp.com

Other Service Providers

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

Name:	Leonard Tucker
Firm:	Leonard Tucker, LLC.
Nature of Services:	Consulting
Address 1:	20423 State Road 7 F6 - 123
Address 2:	Boca Raton, FL 33498
Phone:	561-414-0456
Email:	leonardmtucker@hotmail.com

of 100% ownership of Elite. As part of the transaction, the Company filed a certificate of amendment with the State of Delaware increasing the Authorized shares of common stock to 1,000,000,000 shares of common stock.

Formerly known as Integrated Stem Cell Holdings until July 11, 2014 Formerly known as Stem Cell Holdings, Inc. until May 29, 2014 YaFarm Technologies, Inc. until July 2, 2013

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

On May 29, 2014 from Integrative Stem Cell Holdings, Inc. to Profile Solutions, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Incorporated in Delaware on July 31, 2006. Currently active

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

Yes: ☐ No: ☒

2) Security Information

Trading symbol:	PSIQ	
Exact title and class of securities outstanding:	common	
CUSIP:	74317L106	
Par or stated value:	.001	
Total shares authorized:	1,000,000,000	as of date: May 20 th , 2019
Total shares outstanding:	775,275,252	as of date: May 20 th , 2019
Number of shares in the Public Float ² :	28,300,558	as of date: May 20 th , 2019
Total number of shareholders of record:	99	as of date: May 20 th , 2019

Additional class of securities (if any):

Trading symbol:	n/a	
Exact title and class of securities outstanding:	Preferred	
CUSIP:	n/a	
Par or stated value:	.001	
Total shares authorized:	10,000,000	as of date: May 20 th , 2019
Total shares outstanding:	0	as of date: May 20 th , 2019

Transfer Agent

Action Stock Transfer Corp
2469 E Fort Union Blvd
Salt Lake City, Utah 84121
Phone: (801) 274-1088

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

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

n/a

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

n/a

3) Issuance History

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

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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

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

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of January 1, 2017		Opening Balance: Common: 107,585,747 Preferred: 0		*Right-click the rows below and select "Insert" to add rows as needed.					
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
12/20/2017	Returned to Treasury	56,750,000	common	n/a	no	Dore Scott Perler	Repurchase Agreement	restricted	4(2)
12/20/2017	Returned to Treasury	9,250,000	common	n/a	no	Adam Wasserman	Repurchase Agreement	restricted	4(2)
12/20/2017	Returned to Treasury	10,000,000	common	n/a	no	Pearl Group Advisors	Repurchase Agreement	restricted	4(2)
12/20/2017	Issuance	360,000,000	common	.0003	no	Dan Oran	Stock Exchange	restricted	4(2)
12/20/2017	Issuance	120,000,000	common	.000083	no	Leonard Tucker	Stock Exchange	restricted	4(2)
12/20/2017	Issuance	60,000,000	common	.00042	no	Shimi Beg	Stock Exchange	restricted	4(2)
12/20/2017	Issuance	60,000,000	common	\$.000083	no	Shimon Fhima	Stock Exchange	restricted	4(2)
12/20/2017	Issuance	1,000,000	common	.005	yes	Capri International, LLC.	cash	restricted	4(2)
12/20/2017	Issuance	1,000,000	common	.005	yes	Alon Elezra	cash	restricted	4(2)
12/20/2017	Issuance	20,000,000	common	.005	yes	Alina Burlaka	cash	restricted	4(2)
12/20/2017	Issuance	400,000	common	.005	yes	Azran Enterprises	cash	restricted	4(2)
12/20/2017	Issuance	4,000,000	common	.005	yes	Yakov Blives	cash	restricted	4(2)
12/20/2017	Issuance	4,000,000	common	.005	yes	Vladimir Kudyakov	cash	restricted	4(2)

12/20/2017	Issuance	4,000,000	common	.005	yes	Viki Menaham	cash	restricted	4(2)
12/20/2017	Issuance	4,000,000	common	.005	yes	Avi Menaham	cash	restricted	4(2)
12/20/2017	Issuance	4,000,000	common	.005	yes	Kfir Nahum	cash	restricted	4(2)
12/20/2017	Issuance	4,000,000	common	.005	yes	Kevin Hagen	cash	restricted	4(2)
12/20/2017	Issuance	1,000,000	common	.005	yes	Yoram Shaaltiel	cash	restricted	4(2)
12/20/2017	Issuance	38,874,023	common	.001	yes	LAEL Investments	cash	restricted	4(2)
12/20/2017	Issuance	38,874,023	common	.001	yes	S & H Land Development	cash	restricted	4(2)
12/20/2017	Issuance	100,000	common	.005	yes	Henry Rengifo	Services provided	restricted	4(2)
12/20/2017	Issuance	100,000	common	.005	yes	Galit Sagiv	Services provided	restricted	4(2)
12/20/2017	Issuance	100,000	common	.005	yes	Robbie Hicks	Services provided	restricted	4(2)
12/20/2017	Issuance	100,000	common	.005	yes	Tomas Felipe Luenga	Services provided	restricted	4(2)
12/20/2017	Issuance	100,000	common	.005	yes	Dayna Dotel	Services provided	restricted	4(2)
2/16/2018	Issuance	14,285,714	common	.035	yes	Liana Yangirova	Cash	restricted	4(2)
2/23/2018	Issuance	400,000	common		yes	Jay Cohen	Cash	restricted	4(2)
3/2/2018	Issuance	714,286	common	.035	yes	Vladimir Kudyakov	Services Provided	restricted	4(2)
9/28/2018	Issuance	175,000	common	.04	yes	Mesias Group Construction	Cash	restricted	4(2)
11/6/2018	Issuance	150,000	common	.10	yes	Simon and Diana Mundlak	Cash	restricted	4(2)
11/16/2018	Issuance	100,000	common	.10	yes	Jonathan Rabinowitz	Cash	restricted	4(2)
11/16/2018	Issuance	100,000	common	.10	yes	Andre and Rose Jacobovitz	Cash	restricted	4(2)
12/04/2018	Issuance	500,000	common	.10	yes	Eytan Zohar	Cash	restricted	4(2)
12/10/2018	Issuance	312,500	common	.10	yes	Jonathan Rabinowitz	Cash	restricted	4(2)
12/10/2018	Issuance	4,375	common	.20	yes	Eddie Nurieli	Services Provided	restricted	4(2)

12/10/2018	Issuance	21,667	common	.20	yes	Eddie Nurieli	Services Provided	restricted	4(2)
12/13/2018	Issuance	125,000	common	.10	yes	Andre and Rose Jacobovitz	Cash	restricted	4(2)
12/13/2018	Issuance	462,500	common	.10	yes	Simon and Diana Mundlak	Cash	restricted	4(2)
12/13/2018	Issuance	11,250	common	.20	yes	Eddie Nurieli	Services Provided	restricted	4(2)
2/18/2019	Issuance	112,500	common	.20	yes	Jonathan Rabinowitz	Services Provided	restricted	4(2)
5/15/2019	Issuance	366,667	common	.15	yes	Yuval Cohen	Cash	restricted	4(2)
5/15/2019	Issuance	200,000	common	.125	yes	Ami Ella Jerusalem 1970 Ltd.	Cash	restricted	4(2)
Shares Outstanding on May 20 th , 2019:	Ending Balance: Common: 775,275,252 Preferred: 0								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
November 9 th 2018	\$5,000	\$5,000	5%	On Demand	n/a	Dan Oran	Loan
February 11 th 2019	\$35,000	\$35,000	0%	On Demand	n/a	Dan Oran	Loan
March 4 th 2019	\$30,000	\$30,000	0%	On Demand	n/a	Dan Oran	Loan
March 21 st 2019	\$20,000	\$20,000	0%	On Demand	n/a	Dan Oran	Loan
March 21 st 2019	\$6,000	\$6,000	0%	On Demand	n/a	Dan Oran	Loan
April 1 st 2019	\$25,000	\$25,000	0%	On Demand	n/a	Dan Oran	Loan

April 16 th 2019	\$7,500	\$7,500	0%	On Demand	n/a	Dan Oran	Loan
April 18 th 2019	\$19,587	\$19,587	4%	April 17 th 2020	n/a	Eran Meytal	Loan (x)
April 29 th 2019	\$165,306	\$165,306	4%	April 28 th 2020	n/a	Yonattan Zilberman	Loan (x)
May 6 th 2019	\$10,000	\$10,000	0%	On Demand	n/a	Dan Oran	Loan
May 7 th 2019	\$10,000	\$10,000	0%	On Demand	n/a	Dan Oran	Loan

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

(x) Loan to Cannberrytek, Ltd.

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Anna Berman, Access CFO
Title: Accountant
Relationship to Issuer: Independent Contractor

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

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Financial notes; and
G. Audit letter, if audited

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

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

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

5) Issuer's Business, Products and Services

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

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

Profile Solutions, Inc., through its subsidiaries (1) Elite Products International, Inc. is a leading distributor and manufacturer in the cannabinoid (CBD) industry. The Company's products contain cutting-edge CBD Hemp and/or Hemp Seed Oil extracts in the form of edibles, topicals and cosmetics (2) Cannberrytek, Inc. is a Hi-tech innovative Biotechnology Company which manages various Research & Development ("R&D") activities with the major focus on the Medical Cannabis industry.

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

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Elite Products International, Inc.
8411 West Oakland Park Blvd.
Suite 300
Sunrise, FL 33351
Shimon Fhima, Director

Elite Isolate Corp.
8411 West Oakland Park Blvd.
Suite 201
Sunrise, FL 33351
Dan Oran, Director

Cannberrytek, Inc.
8411 West Oakland Park Blvd.
Suite 201
Sunrise, FL 33351
Dan Oran, Director
Eddie Nurieli, Director
Niv Yonani, Director

StemPro International, Inc.
8411 West Oakland Park Blvd.
Suite 201
Sunrise, FL 33351
Dan Oran, Director
Eddie Nurieli, Director
Rajiv Rai, Director

- C. Describe the issuers' principal products or services, and their markets

Profile Solutions, Inc., through its subsidiaries (1) Elite Products International, Inc. is a leading distributor and manufacturer in the cannabinoid (CBD) industry. The Company's products contain cutting-edge CBD Hemp and/or Hemp Seed Oil extracts in the form of edibles, topicals and cosmetics (2) Cannberrytek, Inc. is a Hi-tech innovative Biotechnology Company which manages various Research & Development ("R&D") activities with the major focus on the Medical Cannabis industry.

6) Issuer's Facilities

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

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 Company utilizes office space provided by a related party.

7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. If any 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 of an individual representing the corporation or entity in the note section.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Dan Oran	Officer, Director/5% Shareholder	Hollywood, FL	295,818,333	common	38.2%	

<u>Leonard Tucker</u>	<u>5% Shareholder</u>	<u>Boca Raton, FL</u>	<u>112,333,333</u>	<u>common</u>	<u>14.5%</u>	
<u>Eddie Nurieli</u>	<u>Director</u>	<u>Hollywood, FL</u>	<u>37,292</u>	<u>common</u>	<u>0%</u>	
<u>Shimon Fhima</u>	<u>Director of Subsidiary/5% Shareholder</u>	<u>Weston, FL</u>	<u>60,000,000</u>	<u>common</u>	<u>7.7%</u>	
<u>Avraham Dayan</u>	<u>5% Shareholder</u>	<u>Aventura, FL</u>	<u>60,000,000</u>	<u>common</u>	<u>7.7%</u>	
<u>Ofer Sadik</u> <u>S & H Land Development, LLC.</u>	<u>5% Shareholder</u>	<u>Pompano Beach, FL</u>	<u>77,748,046</u>	<u>common</u>	<u>10%</u>	

8) Legal/Disciplinary History

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
no
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
no
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
no
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.
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.

no

9) Third Party Providers

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

Securities Counsel

Jackson L. Morris, Esq.,
3116 W. North A Street
Tampa, FL 33609-1544
813-874-8854
jackson.morris@rule144solution.com

Accountant or Auditor

Access CFO, Inc.
11756 Bayou Lane
Boca Raton, FL 33498
561-864-4440
aberman@accesscfo.com

10) **Issuer Certification**

Principal Executive Officer:

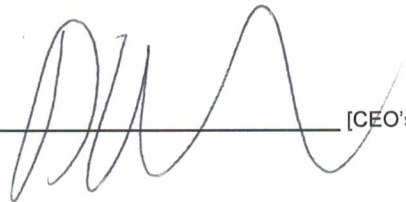
The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Dan Oran certify that:

1. I have reviewed this Quarterly Disclosure Statement of Profile Solutions, 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.

May 21st, 2019



[CEO's Signature]

Principal Financial Officer:

I, Dan Oran certify that:

1. I have reviewed this Quarterly Disclosure Statement of Profile Solutions, 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.

May 21st, 2019



[CFO's Signature]