

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier.

Qualification Process:

1. Subscribe to the OTC Disclosure & News Service by submitting an [OTCIQ Order Form](#) (available on www.otciq.com).
2. Upload the following documents through OTCIQ:
 - **Quarterly Reports** for Current Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- Notes to Financial Statements
 - Audit Letter, if audited
3. If financial statements are not audited by a PCAOB registered firm, provide the following:
- **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement according to the [instructions](http://www.otcmarkets.com) on www.otcmarkets.com.
 - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, upload an “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
4. **Verified Profile:** Verify the Company Profile through OTCIQ. Profile information includes, but is not limited to, a complete list of officers, directors and service providers, outstanding shares, a business description and contact information.
5. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.
6. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
7. To qualify for Current Information on an ongoing basis, companies must:
- Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company’s profile information through OTCIQ.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

8. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
- Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
9. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors and service providers; outstanding shares; a business description and contact information.
10. To Qualify for Limited Information on an ongoing basis, companies must:

- Upload reports through OTCIQ on the following schedule:
 - **Annual Report** (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
- Maintain a Verified Profile. At least once every six months, review and verify their the Company's profile information through OTCIQ.

Current Reporting of Material Corporate Events

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer considers to be of importance

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CAREPAY, INC.

5005 West Royal Lane, Ste 100
Irving, Texas 75063

713-900-1817
http://www.carepayinc.com
info@carepayinc.com
7374

Annual Report
For the Period Ending: December 31, 2019
(the "Reporting Period")

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

158,034,331

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

156,249,331

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

156,249,331

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

Yes: No:

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

Yes: No:

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

⁵ "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.

Yes: No:

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.

Carepay, Inc. 2/18/2021
Carepay Holdings, Inc. 8/20/2020
Adino Energy Corporation 2/8/2008
Consolidated Minerals Management, Inc. 10/12/2001
Consolidated Medical Management, Inc. 6/1/1998
Golden Maple Mining and Leaching Company, Inc. 8/13/1981

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):

CarePay, Inc. (the "Company") is a Nevada corporation in good standing. The Company filed articles of domestication to change the Company's corporate domicile from Montana to Nevada on February 18, 2021.

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:

On August 26, 2020, the Company entered into an agreement and plan of merger whereby the Company's wholly-owned subsidiary, Carepay Acquisition Corp., agreed to merge with Carepay, Inc. As part of the merger, the Company changed its name from Adino Energy Corporation to Carepay, Inc.

On May 6, 2021, the Company effected a 40-to-1 reverse stock split, which was declared market effective by FINRA on August 12, 2021.

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

5005 West Royal Lane, Ste 100
Irving, Texas 75063

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

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

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

Yes: No:

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

2) Security Information

Trading symbol:	<u>SOFE</u>	
Exact title and class of securities outstanding:	<u>Common stock</u>	
CUSIP:	<u>14173W 101</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>August 13, 2021</u>
Total shares outstanding:	<u>28,313,783</u>	as of date: <u>August 13, 2021</u>
Number of shares in the Public Float ⁶ :	<u>1,931,578</u>	as of date: <u>August 13, 2021</u>
Total number of shareholders of record:	<u>545</u>	as of date: <u>August 13, 2021</u>

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

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____

Transfer Agent

Name: Pacific Stock Transfer
Phone: 1-800-785-7782
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: No:

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

⁶ "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.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>1/1/2018</u> Common: <u>156,249,331</u> Preferred: <u>111,180</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)							
<u>12/26/2019</u>	<u>Issuance</u>	<u>1,785,000</u>	<u>Common Stock</u>	<u>\$0.05</u>	<u>No</u>	<u>John E. Schwartz</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>Section 3(a)(9)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u>									
<u>Ending Balance:</u>									
Date <u>12/31/2019</u> Common: <u>158,034,331</u> Preferred: <u>111,180</u>									

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

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

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)⁸:

Name: Venkat Pothur - SVEK, INC
 Title: Accountant
 Relationship to Issuer: Tax & Accounting Services

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

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

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

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

Period Ending 12-31-2019 (Please see the financials 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:

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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

CarePay is applying technology to solve the trillion-dollar healthcare problems: eliminating transparency pricing concerns and reducing the cost of obtaining healthcare.

CarePay is dedicated to improving the healthcare experience by applying technology that enables consumers to identify and select the best cost options for receiving healthcare services, while helping medical practitioners reach and engage with those potential client patients.

Through Software as a Service (SaaS) technology, CarePay has built a dynamic marketplace that is supremely agile and able to quickly extend, evolve and enhance the following products and applications that support our revenue stream.

SOAFEE™ (Sniff Out Affordable Fee) at <https://soafee.com>, a product of CarePay, is bringing to healthcare a unique solution for the 48M individuals including SOAFEE™ "Members," that are uninsured or do not meet their high deductible. Using CarePay technology, individuals and members can identify and select the best cost options for receiving healthcare services, while helping medical practitioners reach and engage with those potential client Members. CarePay looks to reduce the \$750 billion spent annually in the US on physician and clinical services, and especially the \$305 billion in direct cash spent by individual consumers for those services. Transparency, especially in pricing, helps consumers make informed decisions and with data from over two million providers, it also helps providers establish fair market rates for their services. CarePay currently generates revenue from banner ads and click-throughs.

CarePay currently allows full public access to the digital marketplace (as listed below). In the fourth quarter of 2022, the digital marketplace will become a premium subscription.

CarePay's services currently offers the following advantages to consumers and providers:

- 1) The "Get Quote" tool, CarePay/SOAFEE™ team members assist SOAFEE™ Members to select the best cost options for healthcare services and connect with the right care providers and an instant tie-in and fulfillment for their respective product and policy subscription offerings.
- 2) Providers benefit from increase of self-pay patients thus reducing expensive overhead/administrative costs. CarePay/SOAFEE™ team members also work with providers to bring in a hybrid standard/direct primary care (DPC) model into their practice. Using the DPC model, providers charge a flat monthly membership fee that allows the patient full access to the doctor via in-office visit, text, phone, or video chat. In return, the provider establishes a guaranteed monthly income to use as a base for the "standard or traditional" side of their practice.

Providers will also have access to the Provider Dashboard that will onboard new patients, manage and process patients, employees, and payments, and order medical supplies at membership savings. The dashboard is an additional monthly subscription.

- 3) The CarePay/SOAFEE™ Wallet generates a digital VISA that can only be used for healthcare, which prevents employees for using those funds for everyday use. CarePay is built on the Amazon Web Services cloud platform leveraging unlimited scalability and reliability with the ability to support the rapid buildout of a payments exchange system for patients and their providers.

Through the Employer Dashboard, employers can onboard new employees, apply funds to their CarePay/SOAFEE™ Wallet, store and manage health benefit information. The dashboard is an additional monthly subscription.

- 4) Big Data and Artificial intelligence: The CarePay Artificial Intelligence (AI) and Analytic Apps utilize a 22 million+ record health services database that tracks and analyzes medical practitioners, the American Medical Association Current Procedural Terminology codes for the items they bill for, along with the amount actually charged to a patient

for medical, surgical, and diagnostic service items; the database is aggregated from the US Department of Health & Human Services and Member-Providers.

- 5) CarePay has submitted a patent application for CarePay Provider (Performance) Ranking - CPR (Systems and Methods for Providing Artificial Intelligence-Based Ranking of Medical Practitioners). Application No: 62/964,777, EFS ID: 38378417, Filing Date: 23-JAN-2020, Confirmation No: 9387. The present invention describes an apparatus and method for identifying, grouping, and ranking medical service providers based on a plurality of parameters using Artificial Intelligence (AI) and Natural Language Processing (NLP) techniques. Parameters such as distance, age, gender, cases handled, location, qualification, experience, availability, verified reviews, insights of reviews, wait times, cleanliness, flexibility, staff availability, references, and the like may be determined by the method for ranking the services.
- 6) CarePay has been granted the status of "Patent Pending" by the U.S. Patent Office for the creation of an algorithm to Upload Your Bill that allows us to compare prices to U.S. averages, rate the provider in pricing standards, determine if patient was undercharged or overcharged and generate Provider Scoring for Fair Billing. The CarePay Negotiation Team will be available to Members upon request to assist with reducing the overcharges unfairly accessed and will be an advocate for the patient.

Coming in 2022 - In addition to the web Portal, consumers can use Google Home and Amazon Alexa for speech-based access to the CarePay™ system. The integration with Amazon Alexa and Google Home, allows patients to find and book doctors automatically.

CarePay strives to assure the CarePay data set is current, comprehensive, and unique and is continuously looking for new sources.

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

The Company has a wholly owned subsidiary, CarePay Opco, Inc., a Nevada corporation.

- C. Describe the issuer's principal products or services.

The Company sells insurance policies and offers healthcare solutions for employers.

6) Issuer's Facilities

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

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

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

The Company rents 1200 square feet of office space in Irving, Texas for \$1800 per month.

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

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

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

Name of Officer/Director or Control Person	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	Note
<u>Alejandro Perales</u>	<u>Owner of more than 5%</u>	<u>San Angelo, Texas</u>	<u>8,011,628</u>	<u>Common</u>	<u>5.13%</u>	_____
<u>Cede & Co.</u>	<u>Owner of more than 5%</u>	<u>New York, New York</u>	<u>76,027,047</u>	<u>Common</u>	<u>48.66%</u>	_____
<u>Sonny Wooley</u>	<u>Director</u>	<u>Denham Springs, Louisiana</u>	<u>730,100</u>	<u>Common</u>	<u>0.47%</u>	<u>Mr. Wooley resigned as a director on August 26, 2020.</u>
<u>Timothy G. Byrd, Sr.</u>	<u>Chief Executive Officer and Director</u>	<u>La Place, Louisiana</u>	<u>18,852,041</u>	<u>Common</u>	<u>12.07%</u>	<u>Mr. Byrd resigned as CEO and as a director on August 26, 2020.</u>
<u>AOS 1-A LP</u>	<u>Owner of more than 5%</u>	<u>Carrollton, Texas</u>	<u>95,534</u>	<u>Preferred Series B-1</u>	<u>95.53%</u>	<u>Control person information unknown</u>
<u>Joseph C. Schwartz/Rose Marie Schwartz</u>	<u>Owner of more than 5%</u>	<u>Garden City, Texas</u>	<u>1,538</u>	<u>Preferred Series B-3</u>	<u>13.76%</u>	
<u>Alfred Schwartz</u>	<u>Owner of more than 5%</u>	<u>Garden City, Texas</u>	<u>3,214</u>	<u>Preferred Series B-3</u>	<u>28.75%</u>	
<u>George Schwartz</u>	<u>Owner of more than 5%</u>	<u>Garden City, Texas</u>	<u>3,214</u>	<u>Preferred Series B-3</u>	<u>28.75%</u>	
<u>William R. Schwartz</u>	<u>Owner of more than 5%</u>	<u>San Angelo, Texas</u>	<u>3,214</u>	<u>Preferred Series B-3</u>	<u>28.75%</u>	

8) Legal/Disciplinary History

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

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

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.

None.

9) Third Party Providers

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

Securities Counsel

Name: Robert Long
Firm: Greenberg Traurig, LLP
Address 1: 2200 Ross Avenue, Suite 5200 |
Address 2: Dallas, TX 75201
Phone: T +1 214.665.3659
Email: longr@gtlaw.com

Accountant or Auditor

Name: Venkat Pothur

Firm: SVEK, INC.
Address 1: 15 CORPORATE PL S STE 212
Address 2: PISCATAWAY, NJ 08854-6107
Phone: (732) 562-8777
Email: svekinc@gmail.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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Venkateswarlu Garikapati certify that:

1. I have reviewed this annual disclosure statement of CarePay, 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.

Date: 09-16-2021

/s/ Venkateswarlu Garikapati

[CEO's Signature]

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

Principal Financial Officer:

I, [identify the certifying individual] certify that:

1. I have reviewed this annual disclosure statement of CarePay, 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.

Date: 09-16-2021

/s/ Surjit Basantaray

[CFO's Signature]

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

Carepay Inc					
Balance Sheet					
January - December 2019					
					Dec 31, 19
ASSETS					
Current Assets					
Checking/Savings					
		1100 · Bank-Chase#000003650225866		2,806.01	
		1101 · Bank-Chase#00000258622080		62.97	
		Total Checking/Savings		2,868.98	
Total Current Assets					2,868.98
		Fee Receivable		25,000.00	
Fixed Assets					
Software Product					1,210,386.59
TOTAL ASSETS					1,238,255.57
LIABILITIES & EQUITY					
Liabilities					
Current Liabilities					
Other Current Liabilities					
		Accounts Payable		390,000.00	
		Loan from Others		80,600.00	
		Loan from Venkat		10,595.39	
		Total Other Current Liabilities		481,195.39	
		Total Current Liabilities		481,195.39	
Total Liabilities					481,195.39
Equity					
		3900 · Capital Stock		829,430.19	
		Retained Earnings		-15,593.66	
		Net Income		-56,776.35	
Total Equity					757,060.18
TOTAL LIABILITIES & EQUITY					1,238,255.57

Carepay Inc					
Statement of Income					
January - December 2019					
					Jan - Dec 19
Ordinary Income/Expense					
Income					
				4000 · Fee Income	0.00
				Total Income	0.00
Cost of Goods Sold					
				5000 · Outside Services Purchases	0.00
				Total COGS	0.00
				Gross Profit	0.00
Expense					
				Bank Charges	1,084.40
				Automobile	10,504.46
				Postage	10.50
				Insurance	606.00
				Dues & Subscriptions	460.51
				Advertisement	3,181.64
				License and Fee	1,007.17
				Interest Expenses	4,934.08
				Office Expenses	4,337.21
				Supplies	
				Software & Small Computer Parts	493.80
				Sales & Marketing Expenses	
				Travel & Entertainment	2,592.59
				Legal and Professional charges	25,050.00
				Meals & Entertainment	2,513.99
				Total Expense	56,776.35
				Net Ordinary Income	-56,776.35
				Net Income	-56,776.35

Carepay Inc				
Statement of Income				
January - December 2019				
				Jan - Dec 19
Ordinary Income/Expense				
Income				
4000 · Fee Income				0.00
Total Income				0.00
Cost of Goods Sold				
5000 · Outside Services Purchases				0.00
Total COGS				0.00
Gross Profit				0.00
Expense				
Bank Charges				1,084.40
Automobile				10,504.46
Postage				10.50
Insurance				606.00
Dues & Subscriptions				460.51
Advertisement				3,181.64
License and Fee				1,007.17
Interest Expenses				4,934.08
Office Expenses				4,337.21
Supplies				
Software & Small Computer Parts				493.80
Sales & Marketing Expenses				
Travel & Entertainment				2,592.59
Legal and Professional charges				25,050.00
Meals & Entertainment				2,513.99
Total Expense				56,776.35
Net Ordinary Income				-56,776.35
Net Income				-56,776.35