

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.otcm Markets.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

Quarterly Report **For the Period Ending: March 31, 2021** **(the "Reporting Period")**

As of August 13, 2021, the number of shares outstanding of our Common Stock was:

28,313,783

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

500,000,000

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

500,000,000

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: SOFE
Exact title and class of securities outstanding: Common stock
CUSIP: 14173W 101
Par or stated value: 0.001

Total shares authorized: 500,000,000 as of date: August 13, 2021
Total shares outstanding: 28,313,783 as of date: August 13, 2021
Number of shares in the Public Float⁶: 1,931,578 as of date: August 13, 2021
Total number of shareholders of record: 545 as of date: August 13, 2021

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:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date 1/1/2019			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)	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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>8/26/2020</u>	<u>Issuance</u>	<u>330,785,669</u>	<u>Common Stock</u>	<u>\$0.052 (1)</u>	<u>No</u>	<u>Various</u>	<u>Merger consideration</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/19/2020</u>	<u>Cancellation</u>	<u>11,180</u>	<u>Class B Preferred Stock, Series 3</u>	<u>\$35.00</u>	<u>No</u>	<u>Various</u>	<u>N/A</u>	<u>Restricted</u>	<u>Section 3(a)(9)</u>
<u>5/19/2020</u>	<u>Issuance</u>	<u>11,180,000</u>	<u>Common Stock</u>	<u>\$0.06</u>	<u>No</u>	<u>Various</u>	<u>Conversion of preferred stock</u>	<u>Restricted</u>	<u>Section 3(a)(9)</u>
<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:									
Ending Balance									
Ending Balance:									
Date <u>3/31/2021</u>									
Common: <u>500,000,000</u>									
Preferred: <u>100,000</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:

(1) Calculated as the closing price of the Company's common stock on OTC Markets on August 26, 2020.

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

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.

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.

03/31/2021

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")

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>Venkateswarlu Garikapati</u>	<u>Chief Executive Officer</u>	<u>Coppell, Texas</u>	<u>122,706,894</u>	<u>Common</u>	<u>24.54%</u>	<u>_____</u>
<u>Kulwant Ahluwalia</u>	<u>Owner of more than 5%</u>	<u>Houston, Texas</u>	<u>122,706,894</u>	<u>Common</u>	<u>24.54%</u>	<u>_____</u>
<u>Hima Arimanda</u>	<u>Director</u>	<u>Sammamish, Washington</u>	<u>4,081,325</u>	<u>Common</u>	<u>0.82%</u>	<u>_____</u>
<u>Cede & Co.</u>	<u>Owner of more than 5%</u>	<u>New York, New York</u>	<u>77,261,955</u>	<u>Common</u>	<u>15.45%</u>	<u>_____</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>

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
Q1 2021

Jan - Mar 2021

ASSETS					
	Current Assets				
		Checking/Savings			
			1100 · Bank- Chase#000003650225866		18,923.00
			1101 · Bank- Chase#00000258622080		3,277.92
		Total			
		Checking/Savings			22,200.92
	Total Current Assets				22,200.92
		Fee Receivable			0.00
	Fixed Assets				
	Software				
	Product				2,778,211.43
TOTAL ASSETS					2,800,412.35
LIABILITIES & EQUITY					
	Liabilities				
		Current Liabilities			
			Other Current Liabilities		
			Accounts Payable		1,829,390.0
			Loan from Others		78,066.6
			Loan from Venkat		36,645.0
			Total Other Current Liabilities		1,944,101.60
		Total Current Liabilities			1,944,101.60
	Total Liabilities				1,944,101.60
	Equity				
		3900 · Capital Stock			998,233.2
		Retained Earnings			-116,617.11
		Net Income			(25,305.32)
	Total Equity				856,310.76
TOTAL LIABILITIES & EQUITY					2,800,412.36

Carepay Inc
Statement of Income
Q1 2021

Ordinary Income/Expense		Jan - Mar 2021
	Income	
	4000 · Fee Income	317.7
	Total Income	317.72
	Cost of Goods Sold	
	5000 · Outside Services Purchases	5,500.0
	Total COGS	5,500.0
	Gross Profit	(5,182.28)
	Expense	
	Bank Charges	85.0
	Automobile	
	Postage	
	Insurance	
	Dues & Subscriptions	
	Advertisement	
	License and Fee	
	Interest Expenses	
	Office Expenses	
	Supplies	
	Software & Small Computer Parts	
	Sales & Marketing Expenses	32.99
	Travel & Entertainment Legal and Professional charges	1,710.0
	Meals & Entertainment	
	Meals & Entertainment	
	Depreciation/Amortization	18,295.0
	Total Expense	20,123.04
	Net Ordinary Income	(25,305.32)
Net Income		(25,305.32)

Carepay Inc
Statement of Cash Flows
Q1 2021

	Jan - Mar 2021
OPERATING ACTIVITIES	
Net Income	-25,305.32
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Add: Depreciation/Amortization	18,295.05
Add: Interest	-
Accounts Receivable	0
Loans and Advances	0
Accounts Payable	43,567.00
Loan from Others	2,950.00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	64,812
Net cash provided by operating activities	39,507
INVESTING ACTIVITIES	
Software Product	-43,567.00
Office Equipment's & Furniture	
Office Equipment's & Furniture: Acc Dep - Office Equipment's & F	
Net cash provided by investing activities	-43,567
FINANCING ACTIVITIES	
Equity (Stock)	-
Change Adjustment (debt)	-
Change Adjustment (interest)	-
Round off	
Distributions	0
Net cash provided by financing activities	0
Net cash increase for period	-4,060
Cash at the Beginning of the period	26,261.20
Cash at the end of the period	22,200.93

CarePay Inc
Notes to Financial Statements
Q1 2021

	Q1 2021
1. Revenue	
Revenue from Subscriptions & Wallets	318
Total	318
2. Sub-Contractor Payment	
Agencies	5,500
Total	5,500
3. General & Administrative Expenses	
Bank Charges	85.0
Automobile	
Postage	
Insurance	#
Dues & Subscriptions	#
Advertisement	#
License and Fee	
Interest Expenses	
Office Expenses	
Supplies	
Software & Small Computer Parts	
Sales & Marketing Expenses	32.99
Travel & Entertainment	
Legal and Professional charges	1,710.0
Meals & Entertainment	
Meals & Entertainment	
Total	1,827.99
4. Depreciation/Amortization schedule	
Opening Asset Value	2,752,939.48
Additions	43,567.00
Closing Asset Value	2,796,506.48
Depreciation:	
On Opening Value	17,205.87
On Additions	1,089.18
Total dep for the year	18,295.05
5. Interest	
Interest on Fund PNB Loan Outstanding	# -

Total	
6. Cash	
1100 · Bank-Chase#000003650225866	18,923.00
1101 · Bank-Chase#00000258622080	3,277.92
Total	22,200.92
7. Intangible Asset	
Opening Gross Asset Value	2,752,939.48
Additions	43,567.00
Closing Gross Value	2,796,506.48
Depreciation:	
On Opening Value	17,205.87
On Additions	1,089.18
Total dep for the year	18,295.05
Net Value of Intangible Asset	2,778,211.43
8. Account Receivables	
	-
9. Account Payables	
	1,829,390.0
10. Loan from Others	
Fund PNB Loan Outstanding	78,066.6
11. Loan from Venkat	
	36,645.0
Total	
12. Common Stock	
	998,233.2
Total	
13. Retained Earnings	
Opening Reserves	-116,617.11
Earnings during the year	(25,305.32)
Closing reserves	-141,922.43