

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Wearable Health Solutions, Inc.

A Nevada Corporation
2300 Yonge St., Suite 1600
Toronto, ONT M4P 1E4 Canada

855 226 4827

www.wearablehealthsolutions.com

info@wearablehealthsolutions.com

3669

Quarterly Report **For the Period Ending: September 30, 2021** (the "Reporting Period")

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

911,843,430

As of June 30 2021, the number of shares outstanding of our Common Stock was:

647,074,177

As of June 30, 2020, the number of shares outstanding of our Common Stock was:

497,399,177

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 Control¹ of the company has occurred over this reporting period:

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.

Yes: No:

1) Name 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.

Medical Alarm Concepts Holdings Inc. (through June 2, 2016)
Wearable Healthcare Solutions, Inc. (June 2016-present)

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):

Wearable Health Solutions, Inc. was incorporated in the state of Nevada on June 4, 2008, and is currently in good standing with a status of "active."

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:

NONE

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

2300 Yonge Street, Suite 1600, Toronto, Ontario Canada M4P 1E4

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:

200 W Church Road, King of Prussia, PA 19406

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

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Trading symbol:	<u>WHSI</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>94703Q 105</u>
Par or stated value:	<u>\$0.0001</u>

Total shares authorized:	<u>3,000,000,000</u>	as of date: <u>September 30, 2021</u>
Total shares outstanding:	<u>911,843,430</u>	as of date: <u>September 30, 2021</u>
Number of shares in the Public Float ² :	<u>477,010,252</u>	as of date: <u>September 30, 2021</u>

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.

Total number of shareholders of record: 127 as of date: September 30, 2021

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

N/A

Transfer Agent

Name: Equiniti / EQ Shareowner Services
 Phone: 303-282-4800
 Email: shari.humphreys@equiniti.com
 Address: 1110 Centre Point Curve, Suite 101, Mendota Heights MN 55120

Is the Transfer Agent registered under the Exchange Act?³ 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:

Shares Outstanding as of Second Most Recent Fiscal Year End: <p style="text-align: center;"><u>Opening Balance</u></p> Date <u>June 30, 2020</u> Common: 497,399,177 Preferred Series A Preferred: <u>688</u> Series B Preferred: 9,938 Series C Preferred: 138,886 Series D Preferred: 425,000 Series E Preferred: 1,000,000			*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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

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

<u>8/30/2020</u>	<u>New Issuance</u>	<u>450,000</u>	<u>Series E</u>	<u>\$.0001</u>	<u>No</u>	<u>Harrysen Mittler</u>	<u>Officer Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>8/30/2020</u>	<u>New Issuance</u>	<u>450,000</u>	<u>Series E</u>	<u>\$.0001</u>	<u>No</u>	<u>Peter Pizzino</u>	<u>Officer Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>8/30/2020</u>	<u>New Issuance</u>	<u>6,700,003</u>	<u>Series C</u>	<u>\$.0001</u>	<u>No</u>	<u>Hypersoft Ventures Robert Johnson</u>	<u>Asset purchase</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/21/2020</u>	<u>New Issuance</u>	<u>48,989,000</u>	<u>Common</u>	<u>\$.0001</u>	<u>Yes</u>	<u>Trillium Partners, Steve Hicks</u>	<u>3a10</u>	<u>Unrestricted</u>	<u>3(a)10</u>
<u>3/2/2021</u>	<u>New Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>LongsideVentures s LLC Benjamin Kaplan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>4/7/2021</u>	<u>Cancel</u>	<u>(48,989,000)</u>	<u>Common</u>	<u>\$.0001</u>	<u>Yes</u>	<u>Trillium Partners, Steve Hicks</u>	<u>Shares returned</u>	<u>Unrestricted</u>	<u>3(a)10</u>
<u>4/16/2021</u>	<u>New Issuance</u>	<u>3,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>AES Eli Safdiah</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>4/19/2021</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Capital LLC Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>4/21/2021</u>	<u>New Issuance</u>	<u>5,400,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>LongsideVentures s LLC Benjamin Kaplan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>4/22/2021</u>	<u>New Issuance</u>	<u>3,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>GS Capital Partners, LLC Gabe Sayegh</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>4/23/2021</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Tri-Bridge Ventures LLC John Forsythe III</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>5/26/2021</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Capital Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>5/27/2021</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Tri-Bridge Ventures LLC John Forsythe III</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>5/28/2021</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Capital Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>6/4/2021</u>	<u>New Issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Capital Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>6/15/2021</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Quick Capital Eilon Natan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>6/16/2021</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Axiom Financial, Inc. Darren Bankston</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/18/2021</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Tri-Bridge Ventures LLC John Forsythe III</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>

<u>6/18/2021</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Capital Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>6/25/2021</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Tri-Bridge Ventures LLC John Forsythe III</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>6/30/2021</u>	<u>New Issuance</u>	<u>450,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Harrysen Mittler</u>	<u>Officer services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New Issuance</u>	<u>450,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Peter Pizzino</u>	<u>Officer services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New Issuances</u>	<u>375,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Gail Rosenthal</u>	<u>Officer services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/2/2021</u>	<u>New issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Quick Capital Eilon Natan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/2/2021</u>	<u>New issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Quick Capital Eilon Natan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/3/2021</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/4/2021</u>	<u>New issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Quick Capital Eilon Natan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/4/2021</u>	<u>New issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Tri-Bridge Ventures LLC John Forsythe III</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/6/2021</u>	<u>New issuance</u>	<u>40,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/11/2021</u>	<u>New issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.0107</u>	<u>No</u>	<u>Jennifer Loria</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>8/11/2021</u>	<u>New issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01075</u>	<u>No</u>	<u>Ronald Adams</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>8/16/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Series E</u>	<u>\$1.50</u>	<u>No</u>	<u>Harrysen Mittler</u>	<u>Officer services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>8/16/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Series E</u>	<u>\$1.50</u>	<u>No</u>	<u>Peter Pizzino</u>	<u>Officer services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>8/17/2021</u>	<u>New issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Tri-Bridge Ventures LLC John Forsythe III</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/18/2021</u>	<u>New issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>8/20/2021</u>	<u>New issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$.0003</u>	<u>Yes</u>	<u>Leonite Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>8/23/2021</u>	<u>New issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Leonite Avi Geller</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>9/2/2021</u>	<u>New issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>LongsideVenture s LLC Benjamin Kaplan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>

<u>9/8/2021</u>	<u>New issuance</u>	<u>10,269,253</u>	<u>Common</u>	<u>\$.004550</u>	<u>Yes</u>	<u>Leonite Capital, Avi Geller</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>9/15/2021</u>	<u>New issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>LongsideVenture s LLC Benjamin Kaplan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>9/28/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.0107</u>	<u>No</u>	<u>Anthony Chetta</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/29/2021</u>	<u>New issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Quick Capital Eilon Natan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>9/30/2021</u>	<u>New issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Apollo Management Group Inc Yohan Naraine</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A</u>

Shares Outstanding on Date of This Report:
Ending Balance:

Date September 30, 2021 Common: 911,843,430

Preferred Series A Preferred: 688
Series B Preferred: 9,938
Series C Preferred: 6,838,889
Series D Preferred: 425,000
Series E Preferred: 3,900,000

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

All of the 3(a)10 shares issued were canceled in April 2021 as a result of participants' rescinding their claim purchase agreements and withdrawing from participating in the 3(a)10.

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:

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>3/1/2016</u>	<u>397,500</u>	<u>397,500</u>	<u>-0-</u>	<u>Various</u>	<u>Related party loan – conversion at \$0.01 or market price.</u>	<u>MediPendant NY – Sam Terrenzi</u>	<u>Operations</u>
<u>3/1/2016</u>	<u>13,750</u>	<u>13,750</u>	<u>-0-</u>	<u>3/1/2017</u>	<u>Conversion at \$0.01 or lowest sale price of stock shares</u>	<u>D2CF LLC – Steven Angel</u>	<u>Operations</u>
<u>3/3/2016</u>	<u>660,000</u>	<u>660,000</u>	<u>-0-</u>	<u>3/1/2017</u>	<u>Conversion at \$0.01 or lowest sale price of stock shares</u>	<u>Benza LLC Mark Groussman</u>	<u>Operations</u>

<u>6/4/2021</u>	<u>180,000</u>	<u>260,000</u>	<u>7,552</u>	<u>6/4/2023</u>	<u>Conversion at lower of \$.02 or 50% lowest ask price over 21 previous days</u>	<u>LEONITE Capital LLC- Avi Geller</u>	<u>Financing</u>
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Use the space below to provide any additional details, including footnotes to the table above:

The Benza Pharma note is currently in litigation.

The Leonite note was fully converted as of October 31, 2021

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: Harrysen Mittler
Title: CEO and Director
Relationship to Issuer: CEO and Director

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 Changes in Shareholders' 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.

Attached hereto.

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")

Wearable Healthcare Solutions Inc. (the "Company") was incorporated as Medical Alarm Concepts Holding, Inc. on June 4, 2008 under the laws of the State of Nevada. The Company was formed for the sole purpose of acquiring all of the membership units of Medical Alarm Concepts LLC, a Pennsylvania limited liability company ("Medical LLC"). On May 26, 2016, the Company filed an Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada to change its name from "Medical Alarm Concepts, Inc." to "Wearable Health Solutions Inc."

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

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.

Wholly owned subsidiary Medical Alarm Concepts, LLC

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

The Company is primarily engaged in utilizing new technology in the medical alarm industry to provide 24-hour personal response monitoring services and related products to subscribers with medical or age-related conditions.

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.

Our offices are currently located at 2300 Yonge St., Suite 1600, Toronto, Ontario M4P 1E4, Canada. Our telephone number is 855-226-4827. We also maintain a small office at 200 W. Church Road, Suite B, King of Prussia, PA 19406. Our current lease is for \$1,100 per month, and we have exercised a one-year extension at \$1,300 per month. Management believes that its current facilities are adequate for its needs through the next twelve months, and that, should it be needed, suitable additional space will be available to accommodate expansion of the Company's operations on commercially reasonable terms, although there can be no assurance in this regard.

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, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, 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 or 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
Harrysen Mittler	Officer/Director	Mississauga, ON L5K 2R8	1,900,000	Preferred Series E	<u>50%</u>	—
			2,326,250	Preferred Series C	<u>36.5%</u>	
			100,450,000	Common	<u>11%</u>	
Peter Pizzino	Officer/Director	New York, NY 10005	1,950,000	Preferred Series E	<u>50%</u>	
			1,147,625	Preferred Series C	<u>16.8%</u>	
			100,450,000	Common	<u>11%</u>	
Gail Rosenthal	Officer	Los Angeles, CA	10,375,000	Common	<u>1.1%</u>	

Pacific Software Inc. Harrysen Mittler	Officer/Director	Mississauga, ON L5K 2R8	1,250,000	Preferred Series C	<u>18.3%</u>	
Hypersoft Ventures Robert Johnson	Owner of more than 5%	Miami, FL	1,162,500	Preferred Series C	<u>17%</u>	
Venture Group Capital William Stern	Owner of more than 5%	Hollandale, FL	100,000,000	Common	<u>11%</u>	
Helly Sapinski- Stinson	Owner of more than 5%	Mississauga, ON	100,000,000	Common	<u>11%</u>	
Aqualaro Corporation, Miro Zecevic is the Officer and Director	Owner of more than 5%	West Palm Beach, FL 33401	56,000,000	Common	<u>6.1%</u>	
Sandor Capital Maste fund John Lemak	Owner of more than 5%	Dallas, TX	400,000	Preferred Series D	<u>94%</u>	
JEBL Unknown	Owner of more than 5%	Dallas, TX	25,000	Preferred Series D	<u>6%</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.

- 1) Medical Alarm Concepts LLC and Ronnie Adams v MCA CURE LLC, Rick Rosen and Mark Csantaverj, Superior Court of New Jersey, Civil Complaint, January 8, 2021. The wholly owned subsidiary is seeking restitution and damages from non-performance of debt relief services.
- 2) Wearable Health Solutions, In. v. Barry Honig, GRQ Consultants Inc., Benza Pharma LLC and John Does 1-10, Supreme Court of the State of New York County of New York, July 22, 2021. Company is disputing the validity of Notes from 3/2016 and seeking damages, reparations, and related costs.
- 3) GRQ Consultants, Inc. v. Wearable Health Solutions, Inc., Supreme Court of the State of New York, County of New York, August 26, 2021, Parties are seeking summary judgment of \$50,000 plus accrued interest in response to lawsuit by Company regarding \$50,000 loan from 11/2016.
- 4) BENZA PHARMA, LLC, a Delaware limited liability company; SANDOR CAPITAL LP, a Texas limited partnership, and John Lemak v. Wearable Health Solutions, Inc., Harrysen Mittler, Peter Pizzino, Miro Zecevic, Does I-X, and ROE BUSINESS ENTITIES XI-XX, Eighth Judicial District Court, Clark County, NV, November 4, 2021. Parties are seeking \$660,000 plus interest and damages regarding \$660,000 convertible note from 3/3/2016.

9) Third Party Providers

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

Securities Counsel

Name: Andrew Coldicutt
Firm: Law Office of Andrew Coldicutt
Address 1: 1220 Rosecrans St Pmb 258
Address 2: San Diego, CA, 92106-2674
Phone: 619-228-4970
Email: Andrew@ColdicuttLaw.com

Accountant or Auditor

Name: Matthew McNamara
Firm: Assurance Dimensions
Address 1: 4920 West Cypress Street, Suite 102
Address 2: Tampa, FL 33607
Phone: 813-443--5048
Email: matthew.mcnamara@aduscpa.com

Investor Relations

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

Other Service Providers

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

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

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

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, Harrysen Mittler certify that:

1. I have reviewed this quarterly disclosure statement of Wearable Health 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.

12.15.2021 [Date]

/s/ Harrysen Mittler

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

Principal Financial Officer:

I, Gail Rosenthal certify that:

1. I have reviewed this quarterly disclosure statement of Wearable Health 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.

12.15.2021 [Date]

/s/ Gail Rosenthal [CFO's Signature]

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

Wearable Healthcare Solutions, Inc.
Consolidated Balance Sheets
As at September 30, 2021 and June 30, 2021

	9/30/2021	6/30/2021
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 1,752,795	\$ 847,430
Accounts receivable, net		25,694
Accounts receivable, other	2,000	2,000
Prepaid Inventory	0	22,682
Prepaid expenses	208,600	10,000
Total Current Assets	1,963,395	907,806
 Dealer portal	 50,000	 -
	50,000	-
 Total Assets	 \$ 2,013,395	 \$ 907,806

LIABILITIES and SHAREHOLDERS' DEFICIT

COMMITMENTS AND CONTINGENCIES (Note 10)

Current liabilities		
Accounts payable	\$ 300,491	\$ 331,876
Accrued expenses and other current liabilities	312,540	296,920
Accrued expenses - related party	609,378	579,673
Deferred revenue	106,756	108,298
Line of credit	397,500	397,500
Derivative liability	343,200	281,845
Notes payable	554,776	853,244
SBA loans	-	-
Note payable - other	50,000	50,000
Note payable - related party	425,000	425,000
Convertible notes - Leonite	180,000	260,000
Convertible notes- other	673,750	673,750
Total current liabilities	3,953,390	4,258,106
TOTAL LIABILITIES	3,953,390	4,258,106

SHAREHOLDERS' DEFICIT

Preferred stock				
Series A Convertible Preferred Stock: \$0.0001 par value; 100,000 shares authorized, 688 shares issued and outstanding as of September 30, 2021 and June 30, 2021, respectively	\$	1	\$	1
Series B Convertible Preferred Stock: \$0.0001 par value; 62,500 shares authorized, 9,938 shares issued and outstanding as of September 30, 2021 and June 30, 2021, respectively		1		1
Series C Preferred Stock: \$0.0001 par value; 6,944,445 authorized, 6,838,889 and 138,886 shares issued and outstanding as of September 30, 2021 and June 30, 2021, respectively		684		684
Series D Preferred Stock: \$0.0001 par value; 500,000 shares authorized, 425,000 shares issued and outstanding as of September 30, 2021 and June 30, 2021, respectively		43		43
Series E Preferred Stock \$0.0001 par value, 4,000,000 shares authorized, 3,900,000 and 1,900,000 shares issued and outstanding as of September 30, 2021 and June 30, 2021, respectively		390		190
Series E Preferred Stock to be issued (100,000 shares as of September 30, 2021 and June 30, 2021, respectively)		57,000		57,000
Common stock				
Common Stock: \$0.0001 par value; 3,000,000,000 shares authorized, 911,843,430 and 647,074,177 shares issued and outstanding as of September 30, 2021 and June 30, 2021, respectively		91,184		64,708
Common stock to be issued (15,275,000 and 20,050,000 shares as of September 30, 2021 and June 30, 2021, respectively)		131,503		169,005
Additional paid in capital		28,358,311		22,732,295
Accumulated deficit		(30,579,112)		(26,374,227)
Total Shareholders' Deficit		(1,939,995)		(3,350,300)
Total Liabilities and Shareholders' Deficit	\$	2,013,395	\$	907,806

The footnotes are an integral part of these financial statements

Wearable Healthcare Solutions, Inc.
Consolidated Statements of Profit and loss
For the periods ended September 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Revenue	\$ 302,872	\$ 362,653
Cost of sales	(203,511)	(159,870)
Gross profit	<u>99,360</u>	<u>202,783</u>
Operating expenses		
Selling expense	148,079	3,556
Consulting and professional fees	172,454	141,635
Insurance	15,917	10,290
Rent	4,455	3,718
Salaries and wages	3,529,453	1,955,164
Software expense	93,477	3,597
General and administrative	82,784	30,649
	<u>4,046,618</u>	<u>2,148,609</u>
Loss from operations	(3,947,258)	(1,945,826)
Other (Income) / expense		
Change in fair value of derivative instrument	238,155	
Gain on debt extinguishment	(15,832)	-
Interest expense	35,304	3,766
Total other (income) expenses	<u>257,627</u>	<u>3,766</u>
Net loss before taxes	(4,204,885)	(1,949,592)
Income tax	-	-
Net loss	<u>\$ (4,204,885)</u>	<u>\$ (1,949,592)</u>
Net loss per common share - Basic and Diluted	<u>(0.0052)</u>	<u>(0.0062)</u>
Weighted average common shares outstanding - Basic & Diluted	<u>802,500,124</u>	<u>313,259,625</u>

The footnotes are an integral part of these financial statements

Wearable Healthcare Solutions, Inc.
Consolidated Statement of Shareholders' Deficit
September 30, 2021 and 2020

	Series A		Series B		Series C		Series C to be issued		Series D		Series E	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
As at June 30, 2020	688	\$ 1	9,938	\$ 1	138,886	\$ 14	6,700,003	\$375,200	425,000	\$ 43	4,000,000	\$ 400
Loss for the period												
Issuance of Series C Preferred shares					6,700,003	670	(6,700,003)	(375,200)				
Return of preferred stock											(4,000,000)	(400)
Preferred stock issued/officer comp											1,000,000	100
Common stock issued/officer comp												
As at September 30, 2020	688	\$ 1	9,938	1	6,838,889	\$ 684	-	\$ -	425,000	\$ 43	1,000,000	\$ 100
As at June 30, 2021	688	\$ 1	9,938	1	6,838,889	\$ 684	-	\$ -	425,000	\$ 43	1,900,000	\$ 190
Loss for the period												
Common stock for comp												
Common stock for debt conversion												
Common stock for officer comp												
Preferred stock for compensation											2,000,000	200
Shares sold for cash												
As at September 30, 2021	688	\$ 1	9,938	\$ 1	6,838,889	\$ 684	-	\$ -	425,000	\$ 43	3,900,000	\$ 390

The footnotes are an integral part of these financial statements

Wearable Healthcare Solutions, Inc.
Consolidated Statement of Shareholders' Deficit
September 30, 2021 and 2020

	Series E to be issued		Common Stock		Common Stock to be issued		Additional Paid in Capital	Accumulated Profit/Deficit	
	Shares	Amount	Shares	Amount	Shares	Amount	Amount	Shares	Amount
As at June 30, 2020	1,000,000	\$650,000	297,399,177	\$ 29,740	10,350,000	\$ 71,415	\$ 18,578,122	\$(23,061,221)	\$ (3,356,285)
Loss for the period								(1,949,592)	(1,949,592)
Issuance of Series C Preferred shares							374,530		0
Return of preferred stock									(400)
Preferred stock issued/officer comp		(80,000)					649,900		570,000
Common stock issued/officer comp			200,000,000	20,000	150,000	1,500	1,120,000		1,141,500
As at September 30, 2020	1,000,000	\$570,000	497,399,177	\$ 49,740	10,500,000	\$ 72,915	\$ 20,722,552	\$(25,010,813)	\$ (3,594,777)
As at June 30, 2021	100,000	\$ 57,000	647,074,177	\$ 64,708	20,050,000	\$ 169,005	\$ 22,732,295	\$(26,374,227)	\$ (3,350,301)
Loss for the period								(4,204,885)	(4,204,885)
Common stock for comp			7,000,000	700	5,000,000	60,000	74,300		135,000
Common stock for debt conversion			25,269,253	2,527			250,166		252,693
Common stock for officer comp					225,000	2,498			2,498
Preferred stock for compensation							2,999,800		3,000,000
Shares sold for cash			232,500,000	23250	(10,000,000)	(100,000)	2,301,750		2,225,000
As at September 30, 2021	100,000	\$ 57,000	911,843,430	\$ 91,185	15,275,000	\$ 131,503	\$ 28,358,311	\$(30,579,112)	\$ (1,939,995)

The footnotes are an integral part of these financial statements.

Wearable Healthcare Solutions, Inc.
Consolidated Statement of Cash Flows
For the periods ended September 30, 2021 and 2020

	2021	2020
Cash flow from operating activities		
Net loss	\$ (4,204,885)	\$ (1,949,592)
Adjustment for non cash charges and other items:		
Default penalty on debt		
Common stock issued for services	135,000	(500,000)
Stock compensation expense	2,975,458	2,373,920
Change in fair value of derivative instrument	238,155	173,406
Gain on debt extinguishment	(15,832)	
Amortization of debt discount and original issue discount		
Gain on debt forgiveness		-
	(872,104)	97,734
Changes in working capital		
Decrease / (increase) in accounts receivables	\$ 25,694	\$ 18,847
Decrease / (increase) in prepaid inventory	22,682	(137,478)
Decrease / (increase) in prepaid expenses	(198,600)	38,195
(Decrease) / increase in notes payable		(701,542)
(Decrease) / increase in trade and other payables	(31,385)	15,381
(Decrease) / increase in accrued expenses	15,620	47,362
(Decrease) / increase in deferred revenue	(1,542)	(257)
	(167,531)	(719,492)
Cash flow used in (provided by) operating activities	\$ (1,039,635)	\$ (621,758)
Cash flow provided by financing activities		
Proceeds from issuance of stock	2,225,000	-
Advances from related party		121,758
Proceeds from note payable	20,000	500,000
Repayments of note payable	(300,000)	
Cash flow from financing activities	1,945,000	621,758
Increase/(decrease) in cash and cash equivalents	905,365	(0)
-198600	847,430	0
Cash and cash equivalents at end of the year	\$ 1,752,795	\$ (0)

The footnotes are an integral part of these financial statements.

WEARABLE HEALTHCARE SOLUTIONS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at September 30, 2021 and June 30, 2021

Note 1 -- Nature and Continuance of Operations

Wearable Healthcare Solutions Inc. (the Company) was incorporated as Medical Alarm Concepts Holding, Inc. on June 4, 2008 under the laws of the State of Nevada. The Company was formed for the sole purpose of acquiring all of the membership units of Medical Alarm Concepts LLC, a Pennsylvania limited liability company ("Medical LLC"). On May 26, 2016, the Company filed an Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada to change its name from "Medical Alarm Concepts, Inc." to "Wearable Health Solutions Inc."

The Company is primarily engaged in utilizing new technology in the medical alarm industry to provide 24-hour personal response monitoring services and related products to subscribers with medical or age-related conditions.

Basis of presentation

The accompanying interim condensed consolidated financial statements are unaudited, but in the opinion of management of Wearable Healthcare Solutions, Inc. (the Company), contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position at September 30, 2020 and the results of operations and cash flows for the three months ended September 30, 2020. The balance sheet as of June 30, 2020 is derived from the Company's unaudited financial statements.

Certain information and footnote disclosures normally included in financial statements that have been prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although management of the Company believes that the disclosures contained in these financial statements are adequate to make the information presented therein not misleading. For further information, refer to the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2021.

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

The results of operations for the three months ended September 30, 2021 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending June 30, 2022.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation – The accompanying consolidated financial statements are prepared in accordance with Generally Accepted Accounting Principles in the United States of America (“GAAP”). The preparation of these consolidated financial statements requires our management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of management’s estimates requires the exercise of judgment. We believe the following critical accounting policies affect its more significant judgments and estimates used in the preparation of financial statements.

Principles of Consolidation – The consolidated financial statements include the accounts of the Company and its wholly-owned or controlled operating subsidiaries: Medical Alarm Concepts, LLC and Boapin. All intercompany accounts and transactions have been eliminated.

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

Cash and Cash Equivalents – For purposes of the Statement of Cash Flows, the Company considers highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Accounts Receivable – We estimate credit loss reserves for accounts receivable on an individual receivable basis. A specific impairment allowance reserve is established based on expected future cash flows and the financial condition of the debtor. We charge off customer balances in part or in full when it is more likely than not that we will not collect that amount of the balance due. We consider any balance unpaid after the contract payment period to be past due. There are \$-0- and \$25,694 in accounts receivables net of allowances of \$23,705 and \$23,705 at September 30, 2021 and June 30, 2021, respectively.

Software Development for internal use - The Company accounts for software development costs in accordance with applicable guidelines. Software development costs include payroll, employee benefits, stock-based compensation expense, and other headcount-related expenses associated with product development. Software development costs also include third-party development and programming costs, localization costs incurred to translate software for international markets, and the amortization of purchased software code and services content. Such costs related to software development are included in software development expense until the point that technological feasibility is reached. Once technological feasibility is reached, such costs are capitalized and depreciated over the useful estimated lives of the software. For software modifications or developments, the Company expenses the costs.

Going Concern - The financial statements have been prepared assuming the Company will continue as a going concern. The Company has incurred net losses and negative operating cash flow. To the extent the Company may have negative cash flows in the future it will continue to require additional capital to fund operations. The Company obtained additional capital investments under various debt and common stock issuances. Although management continues to pursue its financing plans, there is no assurance that the Company will be successful in obtaining sufficient revenues to generate positive cash flow. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Accounts Receivable - We estimate credit loss reserves for accounts receivable on an individual receivable basis. A specific impairment allowance reserve is established based on expected future cash flows and the financial condition of the debtor. We charge off customer balances in part or in full when it is more likely than not that we will not collect that amount of the balance due. We consider any balance unpaid after the contract payment period to be past due. There are \$-0- and \$38,291 in Accounts receivables net of allowances of \$23,705 and \$23,705 at September 30, 2021 and June 30, 2021, respectively.

Concentration of Credit Risk - Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses.

Recognition of Revenues – In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 establishes a single comprehensive model for entities to use in accounting for revenue arising from outside contracts with customers and supersedes most of the existing revenue recognition guidance and notes that lease contracts with customers are a scope exception. ASU 2014-09 requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount

that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures. On August 12, 2015, the FASB issued ASU 2015-14 to defer the effective date of ASU 2014-09. Public business entities may elect to adopt the amendments as of the original effective date; however, adoption is required for annual reporting periods beginning after December 15, 2017. The Company has adopted this pronouncement.

The Company's revenues are derived principally from utilizing new technology in the medical alarm industry to provide 24-hour personal response monitoring services and related products to subscribers with medical- or age-related conditions. The Company recognizes revenue when it is realized or realizable and earned. For hardware sales, the Company recognizes revenues when the product is shipped. Customers are billed on Net 30 terms. For service revenue, the Company recognizes revenues when the time period for service is current. For customers who pay several months at a time, the Company records revenues for the month's services and the balance of funds to deferred revenues, and records the balance of revenues as they become current.

REVENUES	2021	2020
Hardware revenue	53,583	129,241
Service revenue	249,289	233,412
TOTAL REVENUES	302,872	362,653

Deferred Taxes – The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

ASC 740, Income Taxes, requires a company to first determine whether it is more likely than not (which is defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

The Federal and state income tax returns of the Company for 2021, 2020, and 2019 are subject to examination by the Internal Revenue Service and state taxing authorities for three (3) years from the date filed.

Commitments and Contingencies. The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Fair value of financial instruments. The Company measures its financial and non-financial assets and liabilities, as well as makes related disclosures, in accordance with FASB Accounting Standards Codification No. 820, Fair Value Measurement (“ASC 820”), which provides guidance with respect to valuation techniques to be utilized in the determination of fair value of assets and liabilities. Approaches include, (i) the market approach (comparable market prices), (ii) the income approach (present value of future income or cash flow), and (iii) the cost approach (cost to replace the service capacity of an asset or replacement cost). ASC 820 utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one more significant inputs or significant value drivers are unobservable.

From time to time, our financial instruments include cash, accounts payable and accrued expenses, convertible notes, lines of credit, and credit cards.

Software Development for internal use. The Company accounts for software development costs in accordance with applicable guidelines. Software development costs include payroll, employee benefits, stock-based compensation expense, and other headcount-related expenses associated with product development. Software development costs also include third-party development and programming costs, localization costs incurred to translate software for international markets, and the amortization of purchased software code and services content. Such costs related to software development are included in software development expense until the point that technological feasibility is reached, which for our software products, is generally shortly before the products are released to production. Once technological feasibility is reached, such costs are capitalized and amortized to cost of revenue over the estimated lives of the products. For software modifications or developments for specific users (to be sold), the Company expenses costs and bills the customer directly.

Research and Development - Research and development costs are charged to operations as they are incurred. Legal fees and other direct costs incurred in obtaining and protecting patents are also expensed as incurred, due to the uncertainty with respect to future cash flows resulting from the patents. There were no research and development costs during the periods ended September 30, 2021 and June 30, 2021, respectively.

Basic and Diluted Loss per Common Share - Basic loss per common share excludes dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding during the period of computation. Diluted loss per share gives effect to all potential dilutive common shares outstanding during the period of compensation. Diluted income (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that would then share in the net income of the Company, subject to anti-dilution limitations.

	Basis of conversion	Dilution	2021	2020
Series A Convertible	688 shares outstanding	1 share A: 2 shares	1,376	1,376
Series B Convertible	9,938 shares outstanding	1 share B: 2 shares	19,876	19,876
Series C Convertible	6,838,889 and 138,886 shares outstanding in 2021 and 2020, respectively	1 share C: 10 shares	68,388,890	1,388,860
Series D Convertible	425,000 shares outstanding	1 share D: 10 shares	4,250,000	4,250,000
Series E Convertible	3,900,000 and 4,000,000 shares outstanding in 2021 and 2020, respectively	1 share E: 100 shares	390,000,000	400,000,000
Shares to be issued	100,000 and 1,000,000 Series E shares to be issued in 2021 and 2020, respectively	1 share E: 100 shares	10,000,000	100,000,000
	15,275,000 and 20,050,000 shares common stock to be issued in 2021 and 2020, respectively		15,275,000	20,050,000
			487,935,142	525,710,112

Because the Company incurred losses for the past two years, the basic and diluted share bases will be presented as the same. For the periods ended September 30, 2021 and 2020, the Company incurred losses of (\$0.0052) and (\$0.0062) per basic share and diluted share, respectively.

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes the current accounting for leases and while retaining two distinct types of leases, finance and operating, (1) requires lessees to record a right of use asset and a related liability for the rights and obligations associated with a lease, regardless of lease classification, and recognize lease expense in a manner similar to current accounting, (2) eliminates most real estate specific lease provisions, and (3) aligns many of the underlying lessor model principles with those in the new revenue standard. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. For public companies, the new standard is effective for annual and interim periods in fiscal years beginning after December 15, 2018. For all other entities, including emerging growth companies, this standard is effective for annual reporting periods beginning after December 15, 2019, and interim periods within fiscal years beginning after December 2020. Earlier application is permitted. The Company evaluated the impact on the financial statements and implemented the provisions of ASU 2016-02 for the annual financial statements for the year ended June 30, 2019.

In December 2019, the FASB issued ASU No. 2019-12, Simplifying the Accounting for Income Taxes, as part of its initiative to reduce complexity in accounting standards. The amendments in the ASU are effective for fiscal years beginning after December 15, 2020, including interim periods therein. Early adoption of the standard is permitted, including adoption in interim or annual periods for which financial statements have not yet been issued. The Company is currently evaluating the effect, if any, that the ASU will have on its consolidated financial statements.

The Company reviewed all recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC, and they did not or are not believed by management to have a material impact on the Company's present or future financial statements.

Note 3 - Going Concern

The accompanying financial statements for the three months ended September 30, 2021 and 2020 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As at September 30, 2021 and June 30, 2021, the Company has shown losses for the last 2 years and has an

accumulated deficit of (\$30,579,112) and (\$26,374,227), respectively. Management believes that the Company’s capital requirements will depend on many factors including the success of the Company’s development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purposes. There can be no assurance that the Company will be able to obtain the additional capital resources necessary to implement its business plan or that any assumptions relating to its business plan will prove accurate.

These factors raise substantial doubt about our ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 – Inventory and prepaid expenses

The Company maintains some inventories in house and purchases some of its inventory overseas. Inventories, except for stock in transit, are stated at lower of cost and net realizable value. Stock in transit is valued at cost comprising invoice value plus other charges thereon. Net realizable value is the estimated selling price in ordinary course of business less estimated costs of completion and selling expenses. The quantity of inventory may vary from time to time depending on the delivery schedule of overseas shipments.

As of September 30, 2021 and June 30, 2021, the Company had \$-0- and \$-0- in inventory in-house, respectively, as well as \$-0- and \$22,682 in prepaid inventories in transit, respectively.

Note 5 - Property, Plant, and Equipment

The Company has \$20,000 in furnishings which are fully depreciated, \$19,689 in office computers and equipment which are fully depreciated, and capitalized software development costs of \$45,900 which are partially depreciated.

As of September 30, 2021 and June 30, 2021, the Company recorded \$-0- and \$-0- in net Property, Plant, and Equipment, respectively:

	<u>September 2020</u>	<u>June 2020</u>
Furniture	\$ 20,000	\$ 20,000
Office computers, equipment, software	19,689	19,689
Software development costs	45,900	45,900
Property, plant, and equipment	85,589	85,589
Less accumulated depreciation	(85,589)	(85,589)
Net property, plant, and equipment	\$ -0-	\$ -0-

Note 6 – Accounts payable and accrued expenses and liabilities

The Company recorded Accounts Payable of \$300,491 and \$331,876, directly related to operating costs, as of September 30, 2021 and June 30, 2021, respectively.

Accrued expenses are expenses that have been incurred but not yet paid, mainly include legal fees, audit fees and other professional fees as well as interests accrued in connection with credit line. The Company recorded \$312,540 and \$296,920 in accrued expenses and other current liabilities as of September 30, 2021 and June 30, 2021, respectively.

3a10 filing

On August 17, 2020, the Wearable Health Solutions, Inc., (the “Company”) entered into a settlement agreement and stipulation (“Settlement Agreement”) with Trillium Partners LP (“Trillium”) in connection with the settlement of \$310,494.38 of bona fide obligations the Company owed to certain of its creditors. The Settlement Agreement was subject to a fairness hearing, and on September 15, 2020, a Federal court in the District of Maryland held a fairness hearing and granted approval of the Settlement Agreement. If the Settlement Agreement is satisfied in full, the

Company shall reduce the Company's debt obligations equal to \$310,494.38 in exchange for the issuance of settlement shares of Company's common stock pursuant to the terms of section 3(a)(10) of the Securities Act of 1933, in multiple tranches, at a price that is sixty percent to the lowest closing bid price for the common stock for the delivery of such tranche. At no time may Trillium beneficially own more than 9.99% of the Company's outstanding common stock.

In October 2020, the company issued 48,989,000 shares of WHSI common stock, to be valued at 60% of the lowest bid price for the common stock on the date of the stock issuance. Subsequently, in April 2021, the agreement was voided for non-participation, and all 48,989,000 shares were returned to treasury.

Note 7 –Notes Payable and Note payable-other

Notes payable consists of notes payable from our subsidiary, notes payable-other, convertible notes payable, notes payable for stock purchases under Reg A, short term notes payable, and notes payable-BOAPIN portal, as follows:

	September 30, 2021	June 30, 2021
Notes payable-subsiary	219,775	319,244
Notes payable-other	59,783	59,283
Convertible notes payable-BENZA, D2CF	673,750	673,750
Convertible notes payable-LEONITE	180,000	260,000
Notes payable – Reg A stock purchases	135,000	115,000
Short term bridge loans	200,000	500,000
Notes payable-BOAPIN portal	425,000	425,000
Total Notes payable	<u>\$ 1,893,308</u>	<u>\$ 2,352,277</u>

Notes Payable - subsidiary

The Company has various loans and credit lines outstanding. The credit line carries an interest rate of 16.24%. The bank loans carry interest rates varying between 9.24% – 10.90%.

	September 30, 2021	June 30, 2021
Wells Fargo Loan	11,482	12,454
On Deck Loan	19,569	139,569
Susquehanna Salt Loan	42,000	52,500
Prosper Loans	13,303	17,771
MARCUS Loan	13,421	15,949
SBA Loan -EDIL	-0-	6,000
SBA Loan - PPP	<u>-0-</u>	<u>75,000</u>
TOTAL LOANS	<u>\$ 219,775</u>	<u>\$ 319,244</u>

As of September 30, 2021 and June 30, 2021, the subsidiary has outstanding \$219,775 and \$319,244 in bank loans and credit lines payable, respectively.

As of September 30, 2021 and June 30, 2021, the Company has outstanding \$554,776 and \$853,244 in bank loans and credit lines payable, respectively.

Debt settlement – On Deck, Susquehanna, MCA Cure

In 2019, our subsidiary engaged MCA CURE to negotiate settlements with On Deck and Susquehanna Salt. The Company ceased paying the loan payments and paid MCA Cure \$43,875 in 2019 and \$47,000 in 2020, at which point the Company was contacted and assured MCA Cure had enough funds to negotiate. In 2020, the Company discovered MCA Cure had not performed when bank accounts were levied for \$33,705, \$18,705 being subsequently refunded. On September 30, 2020, the bank accounts were again levied for additional funds. Currently the Company has a settlement agreement in place with Susquehanna Salt Loan, and has hired an attorney to recover funds and damages from MCA Cure. To date, there has been no resolution to the situation.

The Company impaired the MCA Cure amounts paid, and of September 30, 2021 and June 30, 2021, the Company recorded \$139,569 for OnDeck debt and \$42,000 and \$52,500 for the Susquehanna debt, respectively.

Note Payable – Other

In November, 2016, the Company secured a \$50,000 loan from a party related to a previous CEO, bearing 4% interest, the loan maturing after a successful money raise of \$1,000,000 through the acquisition of convertible notes payable (See BENZA, D2CF). The \$1,000,000 fundraising was never completed, and the Company has been accruing interest on the original principal amount at 4% since inception. On July 22, 2021, the Company filed suit for damages and the party filed a countersuit on August 26, 2021. There has been no resolution to this situation, and we continue to accrue interest at the face amount.

As of September 30, 2021 and June 30, 2021, the Company expensed \$500 and \$2,000 in interest fees and has accrued \$9,783 and \$9,283 in interest payable, respectively.

Convertible note payable – BENZA, D2CF

On March 1, 2016 and March 3, 2016, the Company closed a private placement and received an aggregate of \$612,500 by issuing \$660,000 (“BENZA”) and \$13,750 (“B2CF”) unsecured convertible notes (“convertible notes”) and warrants to two investors, net of original issue discount of \$61,250 per the subscription agreements. All outstanding warrants have expired, and as of June 30, 2019, the remaining debt discount balance of \$76,250 has been amortized and the Company recognized the full loan balance due of \$673,750.

As of June 30, 2021 and 2020, the Company reported \$673,750 and \$673,750 in convertible notes payable, respectively..

On July 22, 2021, the Company filed suit for damages resulting from the related party. In November 4, 2021, Benza Pharma LLC filed a countersuit. To date, there has been no resolution or settlement. The loans are recognized on the financials with no discount.

Convertible Note: Leonite Capital, LLC:

On November 19, 2019, the Company, together with Hypersoft Ventures (collectively, the “Borrower”), received \$135,000 on issuing the first tranche of \$150,000 (prorated original issue discount of \$15,000) of a \$250,000 unsecured convertible note (“Leonite Convertible Note”) from Leonite Capital, LLC, a Delaware limited liability company (“Leonite”), net of an aggregate original issue discount of up to \$77,778. The Leonite Convertible Note bears annual interest at the Prime Rate plus eight percent (8%), not to exceed twelve percent (12%) per annum, computed on a 365/360 basis, and is due nine months from the date of issuance. The Leonite Convertible Note is convertible into shares of the Company’s common stock at a conversion price equal to \$0.02 per share with anti-dilution features. In connection with its purchase of the Leonite Convertible Note, the Company issued to Leonite 2,700,000 shares of common stock, prorated for the initial tranche. On June 4, 2021, the Company and Leonite amended the convertible note to \$260,000 which included interest and penalties, and extended the due date to June 4, 2023.

The Company has determined that the conversion feature embedded in the Leonite Convertible Note constitutes a derivative and has been bifurcated from the Leonite Convertible Note and recorded as a derivative liability, with a corresponding discount recorded to the associated debt, on the accompanying balance sheet, and revalued to fair market value at each reporting period. The initial issuance yielded a derivative liability of \$94,225, with a discount of \$150,000 to be amortized over the 9-month life of the Leonite Convertible Note.

On July 29, 2021, Leonite converted \$42,750 in debt plus \$2,250 in fees to 15,000,000 shares, and on August 27, 2021 Leonite converted 44,475 and \$2,250 in fees to 10,269,253 shares, collectively resulting in a \$15,832 gain on debt extinguishment.

Significant assumptions used in calculating fair value of conversion feature of Leonite Convertible Note at issuance date are as follows.

Expected Dividends	Expected volatility	Risk-free rate of interest	Expected term (year)	Exercise (Conversion) price	Common stock price per share
0.00%	809.71%	0.0154%	0.75	\$ 0.02	\$0.01300

At June 30, 2020, the Company recorded \$270,842 in Derivative liabilities on the original note of \$150,000, \$145,833 in Convertible note payable – Leonite net of \$4,167 discount, plus penalties and default fees.

On June 4, 2021, the Company and Leonite renegotiated the convertible note for two years, face value of \$260,000. At June 30, 2021, the Company recorded \$524,561 in derivative liabilities, a loss on valuation of \$11,003, and expensed \$260,000 debt discount and \$2,285 in accrued interest.

Balance at June 30, 2021	\$	260,000
Accrued interest		7,225
Leonite Convertible Note converted		(87,225)
Total		180,000
Less: debt discount		(-0-)
Balance at September 30, 2021	\$	180,000

Significant assumptions used in calculating fair value of conversion feature of Leonite Convertible Note as of June 30, 2021 are as follows.

Expected Dividends	Expected volatility	Risk-free rate of interest	Expected term (year)	Exercise (Conversion) price	Common stock price per share
0.00%	611.15%	0.0010%	1.9288	\$ 0.00550	\$0.0110

In October 2021, Leonite converted the balance of the loan, conversion fees, and accrued interest, and extinguished the debt.

Short term bridge loan - COHEN

On July 31, 2020, the Company secured a \$500,000 short term bridge loan from an unaffiliated individual (“COHEN”), 12% interest, due and payable October 20, 2020. The loan is currently in default and continues to accrue interest at 12%.

At June 30, 2021, the Company recorded short term note payable of \$500,000, expensed \$55,047 in interest and accrued the same in interest liability.

On August 19, 2021, the Company repaid \$300,000 of principle, and continues to accrue interest on the \$200,000 principle at 12%.

Note payable – stock purchases under Reg A

In March 2021 and June 2021, the Company accepted loans of \$115,000 from two unaffiliated investors, pending blue sky registrations in two states. In July 2021, the Company accepted loans of \$20,000 from two unaffiliated investors, pending blue sky registrations in two additional states. The notes bear interest at 5% and the full amount of the note plus interest is convertible at the Reg A fixed price of \$0.01, when possible.

At September 30, 2021 and June 30, 2021, the Company recorded \$135,000 and \$115,000 in notes payable for stock purchases under Reg A, accrued and expensed interest of \$2,615 and \$1,594, respectively.

Credit line –MediPendant New York Inc.

On September 30, 2014, our subsidiary entered into a line of credit with Medi Pendant New York, Inc. (“MNY”), which is partially owned by a principal of its subsidiary. . Under the line of credit agreement, the Company will be able to borrow up to \$500,000 with the rate of interest of 6.5% per annum. The maturity date of the credit line is September 30, 2017 with a one year extension to September 30, 2018. On January 31, 2015, the limit on the line of credit was increased to \$500,000 with same interest rate and due date. The Company recorded accrued interest on the credit line of \$25,653 and \$8,436 for the years ended June 30, 2016 and 2015, respectively. The company issued 200,000 shares of common stock to one of the owners of MNY as consideration for the increase of line of credit. These shares were issued on October 19, 2015 and value at \$28,000 which was the fair market value at the grant date.

As of September 30, 2021 and June 30, 2021, the Company recorded \$397,500 and \$397,500 in outstanding line of credit, respectively.

Note 10 – Stockholders’ Equity (Deficit)

Capital Stock:

The Company is currently authorized to issue 3,000,000,000 shares of common stock, par value of \$0.0001 per share, and 14,000,000 shares of preferred stock, par value of \$0.0001.

The Company issued 7,000,000 shares to employees and contractors for contractual bonuses, valued at \$75,000 or \$.0107 per share, accrued 5,000,000 shares in bonuses to be paid, valued at \$52,500 or \$.0105 per share, issued 25,269,253 shares for debt converted, accrued 225,000 shares to be issued for management compensation, valued at \$2,498 or \$.011 per share, and sold 222,500,000 shares under the Reg A, valued at \$2,225,000 or \$.01 per share.

As of September 30, 2021 and June 30, 2021, the Company has 911,843,430 and 697,074,199 shares of common stock issued and outstanding, respectively.

Offering pursuant to Regulation A

On September 11, 2020, the Company filed a 1-A offering statement with the Securities and Exchange commission, offering up to 500,000,000 at \$.01 to raise up to \$5,000,000. The offering was amended on October 14, 2020, and can be viewed on the SEC website.

Preferred Stock.

Series A Convertible Preferred Stock: The Company is currently authorized to issue 100,000 shares of Series A Convertible Preferred Stock, par value \$0.0001, convertible at 1 share of Series A preferred stock for 2 shares of common stock. These shares have no voting rights.

Series B Convertible Preferred Stock: The Company is currently authorized to issue 62,500 shares of Series B Convertible Preferred Stock, par value \$0.0001, convertible at 1 share of Series B preferred stock for 2 shares of common stock. These shares have no voting rights.

Series C Convertible Preferred Stock: The Company is currently authorized to issue 6,944,445 shares of Series C Convertible Preferred Stock, par value \$0.0001, convertible at 1 share of Series C Convertible Preferred Stock for 10 shares common stock. These shares have no voting rights.

Series D Convertible Preferred Stock: The Company is currently authorized to issue, 500,000 shares of Series D Convertible Preferred Stock, par value \$0.0001, convertible at 1 share of Series D Convertible Preferred stock for 10 shares of common stock. These shares have no voting rights.

Series E Convertible Preferred Stock: The Company is currently authorized to issue 4,000,000 shares of Series E Convertible Preferred Stock, par value \$0.0001, convertible at 1 share of Series E Convertible Preferred Stock for 100 shares of common stock. In addition, Series E Convertible Preferred Stock carry voting rights of 10,000 votes per share of Series E Convertible Preferred Stock.

During the three months ended September 30, 2021, the Company issued 1,000,000 shares of Series E Convertible Preferred shares to each of its directors for services, valued at \$3,000,000 or \$1.50 per share.

As of September 30, 2021 and June 30, 2021, the Company had 688 shares of Series A Convertible Preferred Stock, 9,938 shares of Series B Convertible Preferred Stock, 6,838,889 shares of Series C Convertible Preferred Stock, 425,000 shares of Series D Convertible Preferred Stock, and 3,900,000 shares of Series E Convertible Preferred Stock issued and outstanding, respectively.

All shares were valued at the stock price on the day of transaction or conversion.

Note 11 – Related Party Transactions

Note payable – BOAPIN purchase

In June, 2019, the Company purchased the BOAPIN portal, including all software, licensing, and ownership rights from Hypersoft Ventures, Inc. for \$425,670, which includes six million seven hundred thousand (6,700,003) shares of Series C Convertible Preferred stock and a note for \$425,000, bearing twelve percent (12%) interest with no prepayment or delinquency clauses.

As of September 30, 2021 and June 30, 2021, the Company recorded Note payable-BOAPIN of \$425,000 and \$425,000, and accrued interest of \$8,579 and \$28,225, respectively.

On October 28, 2021, the Company repaid \$105,000 in principle.

Due to related party

From time to time, related parties loaned the company working capital for day-to-day operations, respectively. These are short-term loans which bear no interest, and the Company expects to repay these loans within the coming year. In addition, salary accruals owed to the officers of the Company have been included in the Due to related party line item.

As of September 30, 2021 and June 30, 2021, the Company owes \$609,378 and \$579,673 in related party payables, respectively

Note 12- Net Income(Loss) Per Share

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that would then share in the income of the Company, subject to anti-dilution limitations.

Because the company posted losses for the past two years, the basic and diluted share bases will be presented as the same. For the three months ended September 30, 2021 and 2020, the Company posted losses of (\$.0052) and (\$.0062) per share, respectively, per basic and diluted share.

Note 13 – Commitments and contingencies

Commitments and Contingencies. The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss

to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Office lease

The Company maintains its corporate offices in Toronto on a month-to-month basis. The subsidiary maintains a warehouse office in Pennsylvania to facilitate inventory arrival and product shipment. The 3 year lease at \$1,100 per month expired on September 30, 2021. The lease has been renewed for 12 months at \$1,300 per month beginning October 1, 2021. Expenditures for the three months ending September 30, 2021 and 2020 are as follows:

	2021	2020
Rent expense	\$ 3,300	\$ 3,300

Note 14- Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

The effective tax rate on the net loss before income taxes differs from the U.S. statutory rate as follows:

	September 30, 2020	June 30, 2020
U.S. statutory rate	21.00%	21.00%
Pennsylvania corp tax rate	9.99%	9.99%
Less valuation allowance	(30.99%)	(30.99%)
Effective tax rate	0%	0%

The significant components of deferred tax assets and liabilities approximate the follows, expiring in 2023 and 2024, on net operating losses of \$18,947,756 and \$18,349,309 for the periods ended September 30, 2021 and June 30, 2021, respectively:

	September 30, 2020	September 30, 2019
Net deferred tax assets	9,476,467.	8,173,373.
Less valuation allowance	(9,476,467)	(8,173,373)
Deferred tax asset - net valuation allowance	0%	0%

Note 15 – Subsequent Events

Offering pursuant to Regulation A

On September 11, 2020, the Company filed a 1-A offering statement with the Securities and Exchange commission, offering up to 500,000,000 at \$.01 to raise up to \$5,000,000. The offering was amended on October 14, 2020. In October 2021 the Company extended its Reg A filing for 30 days and sold 450,000,000 shares to non-affiliated investors to fully subscribe the Reg A and close out the offering, as filed in the December 14, 2021 1-Z filing with the SEC.

Convertible note payable - LEONITE

In October 2021, Leonite converted the balance of the loan, conversion fees, and accrued interest, and extinguished the debt.

Short term bridge loan - COHEN

On August 19, 2021, the Company repaid \$300,000 of principle, and continues to accrue interest on the \$200,000 principle at 12%.

Note payable – related party - BOAPIN

On October 28, 2021, the Company repaid \$105,000 in principle.