

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Optimus Healthcare Services, Inc.

1400 Old Country Road, Suite 306

Westbury, NY 11590

(516) 806-4201

[www.optimushealthcare.com](http://www.optimushealthcare.com)

[mwiener@theoptimushealthcare.com](mailto:mwiener@theoptimushealthcare.com)

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### **Annual Report For the Period Ending: December 31, 2021 (the "Reporting Period")**

As of March 9, 2022, the number of shares outstanding of our Common Stock was: 38,974,598.

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 25,925,974

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 8,038,115

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

Yes:  No:

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

- Current – Optimus Healthcare Services, Inc.
- Formerly=Between Dandelions, Inc. until 1-2021
- Formerly=Appalachian Mountain Brewery, Inc. until 3-2019
- Formerly=North Carolina Natural Energy, Inc. until 1-2014
- Formerly=Remodel Auction Inc. until 1-2012
- Formerly=AMSTAR Financial Services, Inc. until 8-2009
- Formerly=America's Senior Financial Services, Inc. until 10-03

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

The Company was initially incorporated February 26, 1990, in the State Florida, under the name Phoenix Management Associates, Inc. As of January 24, 2021, the Company changed its name from "Between Dandelions, Inc." to "Optimus Healthcare Services, Inc." and is in active good standing in the State of Florida.

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

None.

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

On March 25, 2021, Optimus Health, Inc., a wholly owned subsidiary of the Company, acquired 100% of the outstanding equity interests in Adherx Corporation (d/b/a PainScript) ("PainScript") in exchange for an aggregate of 2,000,000 shares of the Company's common stock, including shares issuable upon satisfaction of certain milestones.

On January 28, 2022, the Company entered into a stock purchase agreement with Worker's Health Rx, Inc. ("VaccinationsRx") and Marc Wiener, the sole shareholder, who is also our chief executive officer, pursuant to which we acquired 100% of the outstanding equity interests of VaccinationsRx in exchange for the issuance of 250,000 shares of our common stock and \$350,000. The cash portion of the purchase price shall be paid by the Company no later than June 30, 2022. Until the such payment has been made, the unpaid balance of the purchase price shall accrue interest at the rate of LIBOR plus 1%.

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

1400 Old Country Road, Suite 306, Westbury, NY 11590

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:

N/A

## 2) Security Information

Trading symbol:	<u>OHCS</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>68405E107</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>130,000,000</u>	as of date: <u>March 9, 2022</u>
Total shares outstanding:	<u>38,974,598</u>	as of date: <u>March 9, 2022</u>
Number of shares in the Public Float <sup>2</sup> :	<u>837,891</u>	as of date: <u>March 9, 2022</u>
Total number of shareholders of record:	<u>443</u>	as of date: <u>March 9, 2022</u>

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

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

Additional Class of Securities: Preferred B (Designation, Rights and Preferences: See Articles of Incorporation)

Par or stated Value: Par Value .001	
Total shares authorized: 50,000,000	as of: <u>March 9, 2022</u>
Total shares outstanding: 8,105,724	as of: <u>March 9, 2022</u>

The Series B Preferred Stock is convertible such that one share of common stock shall be issuable for each twenty (20) shares of Series B Preferred Stock then outstanding. Each share of Series B Preferred Stock shall have one vote for any election or other vote placed before the shareholders of the Company but voting shall not be by class of stock but by majority vote of all outstanding shares of stock, including common stock and Series A Preferred Stock.

Additional Class of Securities: Preferred A (Designation, Rights and Preferences: See Articles of Incorporation)

Par or stated Value: Par Value .001	
Total shares authorized: 10,000,001	as of: <u>March 9, 2022</u>
Total shares outstanding: 1,102	as of: <u>March 9, 2022</u>

Each share of Series A Preferred Stock is convertible into 1.25 shares of common stock and votes on an as converted basis.

### Transfer Agent

<sup>2</sup> "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.

Name: Action Stock Transfer Corp  
 Phone: (801) 274-1088  
 Email: jb@actionstocktransfer.com  
 Address: 2469 E. Fort Union Blvd. – Suite 214  
 Salt Lake City, UT 84121

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> 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:

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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:

After the quarter ended December 31, 2021, the Company issued an aggregate of \_\_\_\_\_ shares of common stock upon the conversion of outstanding Series A preferred stock which is not reflected in the table below.

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select “Insert” to add rows as needed.						
Opening Balance									
Date <u>12/31/2020</u>	Common: <u>8,038,115</u>								
	Preferred: <u>18,105,725</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.
February 8, 2021	Shares Returned to Treasury	(5,000,000)	Common Stock			Sean Spigelman	Cancelled		

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

February 8, 2021	Shares Returned to Treasury	(9,998,889)	Series A Preferred Stock			Sean Spigelman	Cancelled		
February 8, 2021	New Issuance	9,998,889	Series A Preferred Stock	\$0.19	No	KORR Acquisitions Group, Inc. (Kenneth Orr)	Share Exchange	Restricted	Exemption: Section 4(a)(2) of the Securities Act
March 1, 2021	New Issuance	6,900,000	Common Stock	\$0.19	No	KORR Acquisitions Group, Inc. (Kenneth Orr)	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	4,750,000	Common Stock	\$0.19	No	KORR Value, LP (Kenneth Orr)	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	500,000	Common Stock	\$0.19	No	Lauren Orr	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	500,000	Common Stock	\$0.19	No	Cori Orr as Custodian for Benjamin Orr NY UTMA	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	500,000	Common Stock	\$0.19	No	Jonathan Orr	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	500,000	Common Stock	\$0.19	No	David Orr	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	300,000	Common Stock	\$0.19	No	Fred Giovanelli	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	1,000,000	Common Stock	\$0.19	No	Sky Direct LLC (Steve Apolant)	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	1,250,000	Common Stock	\$0.19	No	Marc Wiener	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	300,000	Common Stock	\$0.19	No	PGD Ventures LLC (Peter Deplas)	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	250,000	Common Stock	\$0.19	No	James Hartmann	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	250,000	Common Stock	\$0.19	No	Andrew Fox	Share Exchange	Restricted	Share Exchange
March 1, 2021	New Issuance	1,000,000	Common Stock	\$0.19	No	Avenel Financial Group, Inc (Michael Pruitt)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	701,600	Common Stock	\$2.08	No	Bruce Kehr	Share Exchange	Restricted	Share Exchange

April 19, 2021	New Issuance	44,160	Common Stock	\$2.08	No	Rick Van Den Toorn	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	5,120	Common Stock	\$2.08	No	Rhonda Friedman	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	143,520	Common Stock	\$2.08	No	Bruce Morra	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	88,640	Common Stock	\$2.08	No	Estate of Phil Gross (Jeremy Gross)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	19,680	Common Stock	\$2.08	No	Scott Cashion	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	472,800	Common Stock	\$2.08	No	Daniel Cohen	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	33,920	Common Stock	\$2.08	No	Bear Creek Capital, LLC (Ray Oliver)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	10,080	Common Stock	\$2.08	No	Paul Romness	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	39,360	Common Stock	\$2.08	No	Potomac Psychiatry (Bruce Kehr)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	33,280	Common Stock	\$2.08	No	Prolifics, Inc (David Mogel)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	7,840	Common Stock	\$2.08	No	Chris Bennett	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	175,400	Common Stock	\$2.08	No	Bruce Kehr	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	11,040	Common Stock	\$2.08	No	Rick Van Den Toorn	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	1,280	Common Stock	\$2.08	No	Rhonda Friedman	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	35,880	Common Stock	\$2.08	No	Bruce Morra	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	22,160	Common Stock	\$2.08	No	Estate of Phil Gross (Jeremy Gross)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	4,920	Common Stock	\$2.08	No	Scott Cashion	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	118,200	Common Stock	\$2.08	No	Daniel Cohen	Share Exchange	Restricted	Share Exchange

April 19, 2021	New Issuance	8,480	Common Stock	\$2.08	No	Bear Creek Capital, LLC (Ray Oliver)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	8,320	Common Stock	\$2.08	No	Prolifics, Inc (David Mogel)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	2,520	Common Stock	\$2.08	No	Paul Romness	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	9,840	Common Stock	\$2.08	No	Potomac Psychiatry (Bruce Kehr)	Share Exchange	Restricted	Share Exchange
April 19, 2021	New Issuance	1,960	Common Stock	\$2.08	No	Chriss Bennett	Share Exchange	Restricted	Share Exchange
August 2, 2021	New Issuance	50,000	Common Stock	\$1.00	Yes	Andrew Fox	Cash	Restricted	4(a)(2)
August 11, 2021	New Issuance	10,000	Common Stock	\$1.00	Yes	KORR Acquisitions Group, Inc. (Kenneth Orr)	Cash	Restricted	4(a)(2)
August 11, 2021	New Issuance	250,000	Common Stock	\$1.00	Yes	New York Farms Group, Inc. (Steve Apolant)	Cash	Restricted	4(a)(2)
August 11, 2021	New Issuance	150,000	Common Stock	\$1.00	Yes	Gregory Goldberg	Cash	Restricted	4(a)(2)
August 11, 2021	New Issuance	611,662	Common Stock	\$1.00	Yes	Arena Special Opportunitites Fund I LP (Lawrence Cutler)	Commitment Shares	Restricted	4(a)(2)
August 11, 2021	New Issuance	1,116,197	Common Stock	\$1.00	Yes	Arena Special Opportunitites Partners I LP (Lawrence Cutler)	Commitment Shares	Restricted	4(a)(2)
August 11, 2021	New Issuance	50,000	Common Stock	\$1.00	Yes	Daniel Waldman	Cash	Restricted	4(a)(2)
August 11, 2021	New Issuance	100,000	Common Stock	\$1.00	Yes	Pincus Reisz	Cash	Restricted	4(a)(2)
September 20, 2021	New Issuance	50,000	Common Stock	\$1.00	Yes	Andrew Fox	Cash	Restricted	4(a)(2)
September 20, 2021	New Issuance	250,000	Common Stock	\$1.00	Yes	HGM Properties LLC (George Liu)	Cash	Restricted	4(a)(2)
September 20, 2021	New Issuance	125,000	Common Stock	\$1.00	Yes	Trillium Partners LP (Steve Hicks)	Cash	Restricted	4(a)(2)

September 20, 2021	New Issuance	125,000	Common Stock	\$1.00	Yes	J.P. Carey Limited Partners LP (Joe Canouse)	Cash	Restricted	4(a)(2)
December 15, 2021	New Issuance	250,000	Common Stock	\$1.00	Yes	The Special Equities Opportunity Fund LLC (Jonathan Schecter)	Cash	Restricted	4(a)(2)
December 15, 2021	New Issuance	50,000	Common Stock	\$1.00	Yes	Greg Castaldo	Cash	Restricted	4(a)(2)
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>12/31/2021</u> Common: <u>26,225,974</u>									
Preferred: <u>18,105,725</u>									

## 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.)
March 20, 2013	\$0.00	\$2,800.00	-	N/A	N/A	Marlene Walker	Loan
September 30, 2013	\$617	\$1,500.00	\$3,270.00	N/A	N/A	Leonard Gatewood	Loan
January 5, 2011	\$10,000	\$10,000	\$0	N/A	N/A	Dr. Morton Coleman	Loan
October 7, 2016	\$15,000	\$15,000	\$0	N/A	N/A	Dr. Morton Coleman	Loan
May 25, 2021	\$778,800.00	\$778,800.00	\$18,301.80	May 25, 2023	Converts at \$1.00 per share	Arena Special Opportunities Fund, LP	Loan
May 25, 2021	\$1,421,200.00	\$1,421,200.00	\$33,398.20	May 25, 2023	Converts at \$1.00 per share	Arena Special Opportunities Partners I, LP	Loan

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)<sup>4</sup>:

Name: William Thomas  
Title: A Frame Accounting & Advisory Inc.  
Relationship to Issuer: Third Party Consultant

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

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

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

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

The unaudited financial statements for the comparative fiscal years ended December 31, 2020, including the Balance Sheets, Statements of Operations and Comprehensive Loss, Statements of Cash Flows, Statements of Stockholders' Equity and notes thereto, are incorporated by reference to this report. Such financial statements have been posted in a separate report on March 25, 2022.

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.

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

## 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")

### Overview

The Company is dedicated to: (1) improving patient/physician interactions and outcomes through the acquisition and deployment of telehealth and compliance technologies (TACT); (2) advancing access to clinical trial research; and (3) improving and simplifying access to vaccines. Currently the Company provides these services through its portfolio companies, AdhereRx Corporation (d/b/a PainScript), Clinical Research Alliance, Inc. (CRA), and Worker's Health Rx (d/b/a Vaccinations Rx).

Our vision for the Company is to continue to grow by acquiring controlling interests in healthcare-related businesses with strong leadership teams, innovative products and services, and proven technologies or processes that expand access to high quality healthcare and improve overall health outcomes and physical well-being. Our goal at Optimus is to empower physicians and patients with the information, guidance and tools needed to make informed health care choices. The Company seeks synergies among its portfolio companies and facilitates access to its management team which has extensive industry experience - including 17 drug or device approvals - and its network of financial and business partners to help finance growth and accelerate business market trajectories.

### Clinical Research Alliance

On December 28, 2020, the Company acquired 100% of the outstanding equity interests in Optimus Healthcare Services, Inc., a Delaware corporation ("Optimus") in exchange for 9,998,899 shares of its Series A convertible preferred stock and 18,000,000 shares of its common stock. In connection with the transaction all prior officers and directors of the Company (except director Michael Pruitt) resigned and new officers and directors were appointed as officers and directors of the Company. On November 25, 2020, Clinical Research Alliance Acquisition Corp. ("CRAAC"), an entity majority owned by Optimus, acquired 100% of the outstanding equity interests in CRA in exchange for 70 shares of its common stock.

CRA is a world-class team of dedicated oncologists across the Tri-State area united by a shared commitment to conduct clinical research. That commitment starts with providing independent, community-based oncology practices and hospitals in low income areas with the necessary infrastructure and support to enroll their patients in cutting edge clinical trials without the patients having to leave their physicians or their local communities.

CRA currently supports approximately 60 physician members, and is constantly adding new independent, community-based practices and hospitals to our growing alliance with the expectation of expanding throughout the Tri-State area. CRA's current focus is with oncologists in private practice, as well as rural and small hospitals.

CRA contracts with pharmaceutical companies and Contract Research Organizations (CRO) to conduct clinical trials (Phases I-IV) for investigational new drugs, biologics and medical devices, and has worked with over 40 pharmaceutical companies since inception. CRA's customers consist primarily of large and mid-sized pharmaceutical and biotech companies. In the last 12 years, CRA has conducted 180 clinical trials. As CRA was the highest enroller in many of these clinical trials, many of those clinical trials led to FDA approval for the trial compounds used to treat various cancers. Depending on the clinical trial design, CRA invoices the pharmaceutical manufacturer for some or all of the following services: startup fees, diagnostic tests, laboratory tests, patient stipends, pharmacy fees, patient visits, document storage and the reporting of serious adverse events.

CRA also contracts with the independent community-based oncology practices and hospitals to assist in the conduct of the clinical trials. CRA's services to the community-based practices and hospitals include:

- (1) maintaining the documentation necessary for the conduct of the clinical trial;
- (2) obtaining Internal Review Board (IRB) approval;
- (3) collecting data required by the trial protocol;
- (4) filing regulatory and compliance related documentation; and
- (5) dispensing drugs necessary to conduct the clinical trial.

Our contracts with the community-based practices and hospitals include specific budgets for particular services rendered. The contracts may range in duration from a few months to several years or longer depending on the nature of the work performed. In some cases, a portion of the contract fee is paid at the time the contract is executed with the balance of the contract fee payable either monthly or in installments upon the achievement of milestones over the study duration. Our contracts generally may be terminated or reduced in scope either immediately or upon short notice. Our contracts with our community-based oncology practices and hospitals result in the payment of fees for services rendered to the principal investigator in conducting a particular clinical trial. The COVID-19 pandemic did not impact any open trials that were ongoing as CRA was able to conduct business remotely instead of through on-site visits. However, it did impact the number of new trials that were initiated in 2020 and 2021.

CRA employs experienced Clinical Research Coordinators that travel to the community-based practices and hospitals for required study visits. Additionally, CRA's principal investigator for a specific clinical trial is in constant contact with the oncology practices and hospitals to provide the necessary oversight. Community-based practices choose CRA because we provide the opportunity to conduct and conveniently enroll their patients in important clinical trials often unavailable to those community-based practice groups and hospitals. In addition, CRA is committed to increasing clinical trial access to patients from diverse and underserved communities that will better represent the real-world population. Although CRA's historical focus has been in the area of oncology, in the near future we intend to expand our therapeutic reach into gastroenterology, dermatology, cardiology, urology and ophthalmology. The National Institutes of Health estimate that there are currently 126,164 active clinical studies in these therapeutic areas.

The clinical research industry is fragmented, consisting of many small, niche service providers, a number of medium-sized providers and a number of large CROs that are differentiated by the scale of their global operations, breadth of service portfolios and supporting technology infrastructure. Companies like CRA generally compete on the basis of previous product experience, the ability to recruit patients, the depth of therapeutic and scientific expertise, the strength of project teams, price and increasingly on the ability to apply new innovation that can drive significant time and cost savings throughout the development process.

On May 1, 2020, the Company entered into a note agreement for an aggregate principal amount of \$146,250 with JPMorgan Chase Bank, N.A. ("JPMorgan Chase") under the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") administered by the U.S. Small Business Administration ("SBA") (the "2020 PPP Loan"). On February 19, 2021 the Company entered into a note agreement for an aggregate principal amount of \$148,975 with JPMorgan Chase under the CARES Act administered by the SBA (the "2021 PPP Loan"). The Company received total aggregate proceeds of \$295,225 under the PPP Loan. In accordance with the requirements of the CARES Act, the Company used proceeds from the PPP Loan primarily for payroll costs. The 2020 PPP Loan was scheduled to mature on May 1, 2021 and the 2021 PPP Loan was scheduled to mature on February 19, 2022, each with a 1% interest rate and is subject to the terms and conditions applicable to loans administered by the SBA under the CARES Act. \$126,545.50 of the 2020 PPP Loan was forgiven on March 26, 2021. The remaining balance of \$19,136.50 of the 2020 PPP Loan was not forgiven because an employee was terminated during the period. This amount is due in five years and is being repaid on a monthly basis. The 2021 PPP Loan was fully forgiven on November 3, 2021.

## PainScript

On March 25, 2021, Optimus Health, Inc., a wholly owned subsidiary of the Company, acquired 100% of the outstanding equity interests in AdhereRx Corporation (d/b/a PainScript) ("PainScript") in exchange for an aggregate of 2,000,000 shares of the Company's common stock, including shares issuable upon satisfaction of certain milestones.

On December 28, 2021, we entered into an amendment to the stock acquisition agreement by and among the Company, Optimus Health, AdhereRx Corporation and Daniel Cohen, pursuant to which we agreed to modify the commercial milestones which need to be achieved for the release of 400,000 shares of the Company's common stock to be equal to (i) the generation of at least \$80,000 in aggregate revenue between December 31, 2021 and March 31, 2022 or (ii) between December 31, 2021 and March 31, 2022, the entry into one or more commercial enterprise contracts that will generate revenue during their term not less than \$200,000 from commercial sales of the Chronic Care Management application.

PainScript is a telehealth company that leverages a telehealth and compliance technology (TACT) software-as-a-service platform (SaaS) focused on creating a personalized pathway to support interventions for chronic care patients suffering from opioid and other substance use disorders (SUD), as well as those patients treated for pain management.

According to data released by the Centers for Medicare and Medicaid Services (CMS), there were nearly 52.7 million fee-for-service telehealth visits by Medicare beneficiaries in 2020, up from 840,000 in 2019. Based on information included in an article published by the Substance Abuse and Mental Health Services Administration in 2018, there are approximately 100 million chronic pain patients, of which 23 million are chronic severe pain patients, and approximately 18 - 20 million chronic pain patients currently in treatment. We believe there are approximately 7-10.5 million patients with substance use disorder (SUD), of which approximately 1-2 million are currently in treatment and approximately 43.8 million patients with mental illness, of which 7 - 10 million are currently in treatment.

PainScript's SaaS platform has been scientifically validated in nine peer-reviewed and published studies, co-funded by the National Institute of Health, or NIH, and/or the National Institute of Mental Health, or NIMH. PainScript's approach is easily accessible and user-friendly via a digital platform to provide the physician and patients daily, evidence-based clinical queries and telehealth monitoring interventions designed to effectively improve patient compliance with individual care plans, treatment protocols, and medication adherence. Increased compliance with physician prescribed treatments is believed to lead to better health outcomes and a reduction in related healthcare costs. The TACT platform uses daily contact between scheduled physician meetings as clinical evidence demonstrates greater adherence to treatment protocols that, in turn, may lead to an improved health benefit. The TACT platform is designed with a HIPAA compliant "concierge medicine" approach, allowing for real-time doctor-patient interactions, remote monitoring and communication, and a potential early warning of treatment or health related complications.

PainScript began initial commercial operations late in 3Q, with commercial product application updates developed simultaneously. Anticipating a 4-6-month sales cycle, PainScript began commercial activities by offering physician practices a 60-90 day "Kickstarter" opportunity to deploy the TACT platform on a limited patient population. Following validation of the initial approach, a traditional enterprise usage relationship based on anticipated practice volume for patients that meet the standard "medically necessary" criteria will be employed. As of late 1Q 2022, PainScript has enrolled 1,255 patients across 6 different practice groups in 9 locations. Beginning in the 1Q 2022, PainScript expanded its salesforce by engaging an external "affiliate" sales team to focus on specific localities.

PainScript will derive revenues from the physician practice group based on a "per patient, per month" model. Practices may consider billing for these services to public and private healthcare plans (or payors) for medically necessary usage of the PainScript TACT platform, using existing and closely aligned American Medical Association (AMA) Current Procedural Terminology (CPT) codes. These existing CPT codes may include Digital Evaluation and Management, Remote Patient Monitoring and/or Remote Therapeutic Monitoring. All decisions of what to bill, or if to bill, are made in the professional judgment of the treating physician.

The initial market focus is chronic pain patients under a physician’s direct management, medically assisted treatment facilities for Opioid Use Disorders and related recovery and SUD patients under psychiatric care. Additional areas of focus for near term development as subsequent verticals include OB/GYN management and bariatric treatment. A Scientific Advisory Board (SAB) for bariatric treatment has been recruited and the nascent division is anticipated to operate under the d/b/a of “HealthScript.”

The telehealth market is rapidly evolving and highly competitive. We expect competition to intensify in the future as existing competitors and new entrants introduce new telehealth services and software platforms or other technology to U.S. healthcare providers, particularly hospitals and healthcare systems. We currently face competition from a range of companies, including other specialized software providers that are continuing to grow and enhance their service offerings and develop sophisticated and effective transaction and service platforms. In addition, large, well-financed healthcare providers have in some cases developed their own telehealth services and technologies utilizing their own and third-party platforms and may provide these solutions to their patients.

**VaccinationsRx**

On January 28, 2022, the Company entered into a stock purchase agreement with Worker’s Health Rx, Inc. (“VaccinationsRx”) and Marc Wiener, the sole shareholder, who is also our chief executive officer, pursuant to which we acquired 100% of the outstanding equity interests of VaccinationsRx in exchange for the issuance of 250,000 shares of our common stock and \$350,000. The cash portion of the purchase price shall be paid by the Company no later than June 30, 2022. Until such payment has been made, the unpaid balance of the purchase price shall accrue interest at the rate of LIBOR plus 1%.

Vaccinations Rx is a concierge vaccination pharmacy dedicated to simplifying access to vaccines. It maintains an extensive on-site inventory of common and esoteric vaccines and hyperimmune agents and is able to fulfill vaccination needs on very short notice. For patients, it eliminates the burden of tracking down vaccines that their physician may not carry, and provides vaccinations in the comfort of the patient’s home or office. We partner with providers to ensure patients have access to vaccines they need, while eliminating the burden and cost on providers associated with stocking vaccines. For employers, we come to their place of business and set up immunization points of distribution (PODs) for numerous vaccines, including influenza and COVID-19. This reduces the burden of vaccination by providing a safe environment and it improves employee efficiency. We will be paid cash for our services, but we help patients seek reimbursement from their insurers.

**Intellectual Property**

We do not own patents, copyrights or trademarks and service marks on or in connection with our services, including both unregistered common law marks and issued trademark registrations in several jurisdictions. Instead, we rely on other forms of intellectual property rights and measures, including trade secrets, know-how and other unpatented proprietary processes and nondisclosure agreements, to maintain and protect proprietary aspects of our products and technologies. These licenses are standard licenses for common, easily replaceable commercial infrastructure. We require our employees, consultants and certain of our contractors to execute confidentiality agreements in connection with their employment or consulting relationships with us. We also require our employees and consultants to disclose and assign to us inventions conceived during the term of their employment or engagement while using our property or which relate to our business.

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

<b>Subsidiary Name</b>	<b>Domicile</b>	<b>Address</b>	<b>Officer/Director</b>	<b>% Owned</b>	<b>Owned By</b>
Optimus Healthcare Services, Inc. (“Optimus”)	Delaware	1400 Old Country Road, Westbury, NY	Phil Scala Interim CEO, Secretary, Treasurer and Director	100%	The Company

Clinical Research Alliance Acquisition Corp. ("CRAAC")	Delaware	1400 Old Country Road, Westbury, NY	Marc Wiener, CEO, President, Secretary, Treasurer and Director	99%	Optimus
Clinical Research Alliance, Inc.	New York	1400 Old Country Road, Westbury, NY	Marc Wiener, CEO, President, Secretary, Treasurer and Director	100%	CRAAC
Optimus Health, Inc.	Delaware	1400 Old Country Road, Westbury, NY	Marc Wiener, CEO, Secretary and Director	100%	The Company
Adherx Corporation (d/b/a PainScript) ("PainScript")	Delaware	1400 Old Country Road, Westbury, NY	Dan Cohen, CEO and Director	100%	100% by Optimus Health, Inc.
Florida's Hope, LLC	Florida	1400 Old Country Road, Westbury, NY	Sean Spigelman, Manager	100%	The Company

C. Describe the issuers' principal products or services.

See description under A) above.

#### 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 entered into a seven (7) year triple-net lease for 2,275 square feet of office space at 1400 Old Country Road, Suite 304, which expires on August 31, 2027. The Company also entered into a month-to-month triple-net lease for a period of six months for an additional 2,987 square feet of office space at 1400 Old Country Road, Suite 306. This additional lease expired on November 30, 2021. The Company is currently negotiating with the landlord to extend the lease however there can be no assurances that any agreement will be entered into between the parties. The Company has the option to add the lease for the additional space to its long-term lease. KORR Acquisition Group, Inc., a shareholder of the Company, subleases a portion of the space from the Company and pays a portion of the rent owed for such space. The Company believes that its corporate headquarters are adequate for its immediate needs and that it will be able to obtain additional or substitute space, as needed, on commercially reasonable terms.

## 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 and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Marc Wiener</u>	<u>CEO, Secretary, Treasurer and Director</u>	<u>Old Westbury, NY</u>	<u>4,250,000</u>	<u>Common</u>	<u>10.9%</u>	
<u>Dan Cohen</u>	<u>President</u>	<u>Key Largo, FL</u>	<u>772,800</u>	<u>Common</u>	<u>1.85%</u>	See Footnote (1)
<u>Cliff Saffron</u>	<u>General Counsel and Chief Financial Officer</u>	<u>Roslyn, NY</u>	<u>250,000</u>	<u>Common</u>	<u>Less than 1%</u>	
<u>Philip P. Scala</u>	<u>Chairman of the Board</u>	<u>Howard Beach, NY</u>	<u>500,000</u>	<u>Common</u>	<u>1.28%</u>	
<u>James Murphy</u>	<u>Director</u>	<u>Westbury, NY</u>	<u>0</u>	<u>::</u>	<u>::</u>	
<u>Justin Deutsch</u>	<u>Director</u>	<u>New York, NY</u>	<u>0</u>	<u>::</u>	<u>::</u>	

<u>James Hartmann</u>	<u>Director</u>	<u>Montclair, NJ</u>	<u>250,000</u>	<u>Common</u>	<u>Less than 1%</u>	
<u>Michael Pruitt</u>	<u>Director</u>	<u>Charlotte, NC</u>	<u>50,000</u> <u>1,000,000</u>	<u>Preferred B</u> <u>Common</u>	<u>Less than 1%</u> <u>4.34%</u>	<u>Owned by Chanticleer Foundation</u> <u>Owned by Avenel Financial Group, Inc.</u>
<u>Jeff Gudin, MD</u>	<u>Director</u>	<u>Englewood, NJ</u>	<u>0</u>	<u>=</u>	<u>=</u>	
<u>KORR Acquisitions Group, Inc.</u>	<u>Owner</u>	<u>Westbury, NY</u>	<u>8,302,374</u>	<u>Common</u>	<u>21.3%</u>	<u>See Footnote (2)</u>
<u>KORR Value, LP</u>	<u>Owner</u>	<u>Westbury, NY</u>	<u>6,625,000</u>	<u>Common</u>	<u>17.0%</u>	<u>See Footnote (2)</u>
<u>Sean Spiegelman</u>	<u>Owner</u>	<u>Fort Lauderdale, FL</u>	<u>2,200,000</u> <u>1,000,000</u>	<u>Common</u> <u>Preferred B</u>	<u>6.01%</u> <u>11.9%</u>	<u>N/A</u>
<u>Stephanie Spiegelman</u>	<u>Owner</u>	<u>Fort Lauderdale, FL</u>	<u>2,000,000</u>	<u>Preferred B</u>	<u>23.8%</u>	<u>N/A</u>
<u>Nathan Kelischek</u>	<u>Owner</u>	<u>Boone, NC</u>	<u>1,000</u> <u>750,000</u>	<u>Preferred A</u> <u>Preferred B</u>	<u>90.7%</u> <u>10.83%</u>	<u>N/A</u>
<u>Fordee CA Trust</u>	<u>Owner</u>	<u>Glendale, CA</u>	<u>550,000</u>	<u>Preferred B</u>	<u>6.8%</u>	<u>Unknown forwarding Contact Address</u>
<u>Qualstar Capital Corp.</u>	<u>Owner</u>	<u>Vancouver, BC, Canada</u>	<u>600,000</u>	<u>Preferred B</u>	<u>7.4%</u>	<u>Unknown forwarding Contact Address</u>
<u>Clinton Walker</u>	<u>Owner</u>	<u>Lawndale, NC</u>	<u>486,764</u>	<u>Preferred B</u>	<u>6.0%</u>	<u>N/A</u>
<u>Chris Zieber</u>	<u>Owner</u>	<u>Boone, NC</u>	<u>1,000</u>	<u>Preferred A</u>	<u>9.07%</u>	<u>N/A</u>
<u>Arena Special Opportunities Partners I, LP</u>	<u>Owner</u>	<u>New York, NY</u>	<u>2,643,987</u>	<u>Common</u>	<u>6.53%</u>	<u>See Footnote (3)</u>
<u>Arena Special Opportunities Fund, LP</u>	<u>Owner</u>	<u>New York, NY</u>	<u>1,448,872</u>	<u>Common</u>	<u>3.64%</u>	<u>See Footnote (4)</u>

(1) Does not include an aggregate of 118,200 shares of common stock that were issued in the name of the shareholder but are subject to the satisfaction of certain milestones to be achieved by PainScript in accordance with the terms of the acquisition agreement entered between the Company and PainScript on March 25, 2021, as amended on December 28, 2021 .

(2) Kenneth Orr is the Principal Operating Officer of KORR Acquisitions Group, Inc. KORR Acquisitions Group, Inc. is the general partner of KORR Value, LP.

(3) Includes (i) 1,421,200 shares of common stock issuable upon conversion of outstanding convertible notes, (ii) 106,590 shares of common stock issuable upon exercise of outstanding warrants and (iii) 1,116,197 shares of common stock. Arena Investors, LP is the investment adviser of, and may be deemed to beneficially own securities owned by the Arena Funds (the "Investment Advisor"). Arena Special Opportunities Fund (Onshore) GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by, Opportunities Fund. Arena Special Opportunities Partners (Onshore) GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by, Partners Fund. Arena Investors GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by the Investment Advisor. By virtue of his position as the chief executive officer of the general partner of the holder and the Investment Manager, Daniel Zwirn may be deemed to beneficially own securities owned by this selling shareholder. Each of Mr. Zwirn, the Investment Advisor and the managing member share voting and disposal power over the shares held by the entity described above. Each of the persons set forth above other than applicable entity holding such shares disclaims beneficial ownership of the shares beneficially owned by such entity and this disclosure shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities. The address for the entities set forth above is 405 Lexington Avenue, 59th Floor, New York, New York 10174. Lawrence Cutler is the COO of the Investment Advisor.

(4) Includes (i) 778,800 shares of common stock issuable upon conversion of outstanding convertible notes, (ii) 58,410 shares of common stock issuable upon exercise of outstanding warrants and (iii) 611,662 shares of common stock. Arena Investors, LP is the investment adviser of, and may be deemed to beneficially own securities owned by the Arena Funds (the "Investment Advisor"). Arena Special Opportunities Fund (Onshore) GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by, Opportunities Fund. Arena Special Opportunities Partners (Onshore) GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by, Partners Fund. Arena Investors GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by the Investment Advisor. By virtue of his position as the chief executive officer of the general partner of the holder and the Investment Manager, Daniel Zwirn may be deemed to beneficially own securities owned by this selling shareholder. Each of Mr. Zwirn, the Investment Advisor and the managing member share voting and disposal power over the shares held by the entity described above. Each of the persons set forth above other than applicable entity holding such shares disclaims beneficial ownership of the shares beneficially owned by such entity and this disclosure shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities. The address for the entities set forth above is 405 Lexington Avenue, 59th Floor, New York, New York 10174. Lawrence Cutler is the COO of the Investment Advisor.

## **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);

None.

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;

None.

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

None.

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.

None.

- 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: Richard A. Friedman  
Firm: Sheppard, Mullin, Richter & Hampton LLP  
Address 1: 30 Rockefeller Plaza  
Address 2: New York, New York 10112  
Phone: 212-653-8700  
Email: [rafriedman@sheppardmullin.com](mailto:rafriedman@sheppardmullin.com)

### Accountant or Auditor

Name: Terrance Harper  
Firm: Seligson & Giannattasio, LLP  
Address 1: 723 N. Broadway  
Address 2: White Plains, NY 10603  
Phone: 914-428-5560  
Email: [th@sgcpallp.com](mailto:th@sgcpallp.com)

### Investor Relations Consultant

Name: Jason Rando  
Firm: Tiberend Strategic Advisors, Inc.  
Address 1: 35 W 35<sup>th</sup> Street, 11<sup>th</sup> Floor  
Address 2: New York, NY 10001  
Phone: 212-827-0020  
Email: [jrando@tiberend.com](mailto:jrando@tiberend.com)

### Other Service Providers

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

Name: William Thomas  
Firm: A Frame Accounting & Advisory Inc

Address 1: 3419 W Gray Court  
Address 2: Tampa, FL 33609  
Phone: 813-928-6237  
Email: [triphomas@aframeaccounting.com](mailto:triphomas@aframeaccounting.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, Marc Wiener certify that:

1. I have reviewed this annual disclosure statement of Optimus Healthcare Services, 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.

March 25, 2022 [Date]

/s/ MARC WIENER [CEO's Signature]

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

*Principal Financial Officer:*

I, Cliff Saffron certify that:

1. I have reviewed this annual disclosure statement of Optimus Healthcare Services, 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.

March 25, 2022 [Date]

/s/ CLIFF SAFFRON [CFO's Signature]

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