

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

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

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

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. **Subscribe to the OTC Disclosure & News Service:** by submitting an application through [Gateway](#). Allow OTC Markets 2-4 weeks of application processing time.
2. **Upload Initial Disclosure:** Upload the following documents through OTCIQ:
 - **All Quarterly Reports** for Current Fiscal Year – must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements
3. **Attorney Letter** (only required if not providing audited financials): If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:

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

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

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

- **Attorney Letter Agreement:** The attorney must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#). The attorney is required to submit an Attorney Letter Agreement for each company that engages the attorney for the purpose of providing this Letter.
 - **Attorney Letter:** After a qualified attorney reviews the Disclosure Statement, upload the “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
4. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
 5. **OTC Markets Group Processing of Disclosure:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
 6. **Ongoing Disclosure Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end
 - Maintain a Verified Profile. At least once every six months, review and verify the Company’s profile information through OTCIQ.

Pink Limited Information Tier

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

7. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements
8. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
9. **Ongoing Disclosure Requirements:** To Qualify for Limited Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Annual Report (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
 - Review and Verify the Company’s profile information through OTCIQ at least once every 12 months.

Current Reporting of Material Corporate Events

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

Material corporate events include:

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

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

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Nexteligent Holdings, Inc.

45 Rockefeller Plaza, 20th Fl, New York, NY 10111

860.833.6533

www.nexteligent.com

lsanzaro@nexteligent.com

65290B107

Annual Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

73,179,342 as of September 30, 2022

73,179,342 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

Change in Control

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

Yes: No:

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

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

⁵ "Change in Control" shall mean any events resulting in:

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

CURRENT NAME: Nextelgent Holdings, Inc.; February 25, 2020

PREDECESSOR: Efftec International, Inc.; July 19, 2007

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):

Nextelgent Holdings, Inc.; Incorporated in the state of Nevada; ACTIVE

Efftec International, Inc.; Incorporated in the state of Nevada; INACTIVE

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:

45 Rockefeller Plaza, 20th Floor, New York, NY 10111

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

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

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer Company, Inc.

Phone: 732.872.2727

Email: matt@oldemonmouth.com

Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>NXGT</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>65290B107</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: December 31, 2022</u>
Total shares outstanding:	<u>73,179,342</u>	<u>as of date: December 31, 2022</u>
Total number of shareholders of record:	<u>1,568</u>	<u>as of date: December 31, 2022</u>

All additional class(es) of publicly quoted or 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: _____
Total number of shareholders of record: _____ as of date: _____

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: _____
Total number of shareholders of record: _____ as of date: _____

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: Preferred Series B
CUSIP (if applicable): NA
Par or stated value: \$.001
Total shares authorized: 1,000 as of date: December 31, 2022
Total shares outstanding (if applicable): 1,000 as of date: December 31, 2022
Total number of shareholders of record (if applicable): 1 as of date: December, 31, 2022

Exact title and class of the security: _____
CUSIP (if applicable): _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding (if applicable): _____ as of date: _____
Total number of shareholders of record (if applicable): _____ as of date: _____

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

Holdings of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights and are not subject to

such state laws that would require or facilitate cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefor. In the event of a liquidation, dissolution or winding up of the Company, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. All of the outstanding shares of common stock are fully paid and non-assessable.

No stockholder of the Company shall, solely by reason of being a stockholder, have any preemptive right to acquire additional, unissued or treasury shares of the Company, or securities convertible into or carrying a right to subscribe to or to acquire any shares of any class of the Company now or hereafter authorized.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Board of Directors is authorized to provide for the issuance of 2,301,000 shares of preferred stock in series and, by filing a certificate pursuant to the applicable law of Nevada, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof without any further vote or action by the shareholders. As of the date of filing of this registration statement, 1,000 shares of preferred B have been issued and are outstanding.

In the event that our Board of Directors of the Company determines to authorize and issue one or more series of preferred stock, the issuance of shares of preferred stock, or the issuance of rights to purchase such shares, could be used to discourage an unsolicited acquisition proposal. For instance, the issuance of a series of preferred stock might impede a business combination by including class voting rights that would enable the holder to block such a transaction or facilitate a business combination by including voting rights that would provide a required percentage vote of the stockholders. In addition, under certain circumstances, the issuance of preferred stock could adversely affect the voting power of the holders of the common stock.

We have designated 1,000 shares of Series B preferred stock with the following powers, preferences, and rights, all of which are issued and outstanding.

Voting Rights

The total for Nextelgent Series B preferred stock shall have the voting power of 77% of the issued and outstanding shares of Common Stock on all matters submitted to a vote of stockholders.

Conversion Rights

Holders of Series B preferred stock shall have no conversion rights.

Dividends

Holders of our shares of Series B preferred stock shall be entitled to receive dividends, out of funds legally available for that purpose, on the same terms and conditions as that of holders of common stock, as may be declared by the Board of Directors.

Liquidation Rights

Upon any liquidation, dissolution, or winding-up of the Company, whether voluntary or involuntary (a "Liquidation"), the holders of the Series B preferred will be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to the original purchase price of their preferred shares before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company are insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of the Series B and Series C preferred stock shall be ratably distributed among those holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

We have designated 2,300,000 shares of Series C preferred stock with the following powers, preferences and rights, and as of the date of this filing have not been issued.

Voting Rights

Each holder of our Series C preferred stock shall not have any voting rights with respect to matters submitted to the holders of common stock.

Conversion Rights

Each share of Series C Preferred Stock shall be convertible at the option of the holder thereof at any time three (3) years after the date of issuance of such shares at the office of the Company or any transfer agent for such stock at a conversion price equal to the 30-day average closing price of the Company's common stock prior to the date of the conversion into such number of fully paid and nonassessable shares of common stock with any fractional amount being rounded up to the next whole number of shares of common stock subject to adjustment for any stock split or distribution of securities or subdivision of the outstanding shares of Common Stock.

Dividends

Holders of our shares of Series C preferred stock shall be entitled to receive dividends, out of funds legally available for that purpose, on the same terms and conditions as that of holders of common stock, as may be declared by the Board of Directors.

Liquidation Rights

Upon any liquidation, dissolution, or winding-up of the Company, whether voluntary or involuntary (a "Liquidation"), the holders of the Series C preferred will be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to the original purchase price of their preferred shares before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company are insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of the Series C and Series B preferred stock shall be ratably distributed among those holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2021</u> Common: <u>69,721,562</u> Series B Preferred: <u>1,000</u>			*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. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>2/28/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>NA</u>
<u>3/11/2021</u>	<u>New Issuance</u>	<u>1,096,383</u>	<u>Common</u>	<u>\$.0115</u>	<u>Yes</u>	<u>Millennial Investments, LLC</u> <u>Len Lovallo</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>3/18/2021</u>	<u>New Issuance</u>	<u>2,130,952</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>3/18/2021</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>Alba Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>3/19/2021</u>	<u>New Issuance</u>	<u>3,600,000</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>EROP Enterprises LLC</u> <u>Vincent Sbarra</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>3/24/2021</u>	<u>New Issuance</u>	<u>2,548,783</u>	<u>Common</u>	<u>\$.0115</u>	<u>Yes</u>	<u>Millennial Investments, LLC</u> <u>Len Lovallo</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

<u>3/26/2021</u>	<u>New Issuance</u>	<u>2,670,000</u>	<u>Common</u>	<u>\$.10</u>	<u>No</u>	<u>Michael Pakula</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>NA</u>
<u>3/26/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$.10</u>	<u>No</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>3.26.2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.023</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>3/30/2021</u>	<u>New Issuance</u>	<u>700,000</u>	<u>Common</u>	<u>\$.023</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>4/1/2021</u>	<u>New Issuance</u>	<u>217,274</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Stockvest Art Brent</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>NA</u>
<u>4/6/2021</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$.023</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>4/13/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.023</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>4/14/2021</u>	<u>New Issuance</u>	<u>1,580,000</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>EROP Enterprises, LLC Vincent Sbarra</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>4/21/2021</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$.023</u>	<u>Yes</u>	<u>Alba Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>5/6/2021</u>	<u>New Issuance</u>	<u>5,198,773</u>	<u>Common</u>	<u>\$.0115</u>	<u>Yes</u>	<u>Sidney J. Lorio Jr & Gloria D. Lorio JTWROS</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>5/12/2021</u>	<u>New Issuance</u>	<u>3,223,297</u>	<u>Common</u>	<u>\$.0155</u>	<u>Yes</u>	<u>GPL Ventures, LLC Alexander Dillon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>6/23/2021</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Living 360 Saeb Jannoun</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7/20/2021</u>	<u>New Issuance</u>	<u>770,566</u>	<u>Common</u>	<u>\$.0115</u>	<u>Yes</u>	<u>Lisa Mannion</u>	<u>Debt Conversio</u>	<u>Unrestricted</u>	<u>144</u>
<u>9/30/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.032</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>3/18/2022</u>	<u>New Issuance</u>	<u>970,000</u>	<u>Common</u>	<u>\$.041</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>3/18/2022</u>	<u>New Issuance</u>	<u>1,019,000</u>	<u>Common</u>	<u>\$.041</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>3/18/2022</u>	<u>New Issuance</u>	<u>48,780</u>	<u>Common</u>	<u>\$.041</u>	<u>Yes</u>	<u>Michael J. Sanzaro</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>5/9/2022</u>	<u>New Issuance</u>	<u>700,000</u>	<u>Common</u>	<u>\$.0398</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>5/24/2022</u>	<u>New Issuance</u>	<u>360,000</u>	<u>Common</u>	<u>\$.018</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>
<u>5/24/2022</u>	<u>New Issuance</u>	<u>360,000</u>	<u>Common</u>	<u>\$.018</u>	<u>Yes</u>	<u>Michael Pakula</u>	<u>Cash</u>	<u>Restricted</u>	<u>NA</u>

Shares Outstanding on Date of This Report:

Ending Balance

Ending Balance:

Date 12/31/2022 Common: 73,179,342

Series B Preferred: 1,000

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 2022 pursuant to the tabular format above.

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: Yes: (If yes, you must complete the table below)

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
3/1/2016	\$16,734	\$7,500	\$9,234	3/1/2017	50% of LCB over 15 days	Saeb_Jannoun	Loan
6/30/2017	\$22,353	\$15,000	\$7,353	6/30/2019	50% of LCB over 15 days	John Morris	Services
6/30/2017	\$15,647	\$10,500	\$5,147	6/30/2019	50% of LCB over 15 days	Brian Tucker	Services
12/14/2017	\$518,930	\$442,133	\$76,797	12/14/2020	50% of LCB over 15 days	Paul Cristiano	Loan
12/30/2017	\$21,645	\$15,000	\$6,645	12/30/2019	50% of LCB over 15 days	John Morris	Services
12/30/2017	\$19,986	\$13,850	\$6,136	12/30/2019	50% of LCB over 15 days	Brian Tucker	Services
12/30/2017	\$21,656	\$15,000	\$6,656	3/31/2020	50% of LCB over 15 days	Brian Tucker	Services
1/24/2018	\$7,426	\$4,000	\$3,426	1/24/2019	50% of LCB over 15 days	Saeb Jannoun	Loan
2/15/2018	\$4,611	\$2,500	\$2,111	2/15/2019	50% of LCB over 15 days	Saeb Jannoun	Loan
1/15/2020	\$347,330	\$332,374	\$14,956	3/18/2019	80% of LCB over 5 days	Chuck Petz	Loan
3/31/2018	\$10,644	\$7,500	\$3,144	3/31/2020	50% of LCB over 15 days	John Morris	Services
3/31/2018	\$4,257	\$3,000	\$1,257	3/31/2020	50% of LCB over 15 days	Brian Tucker	Services
5/7/2018	\$1,609	\$1,000	\$609	10/7/2018	50% of LCB over 15 days	Millennial Investments, LLC, Leonard Lovallo	Loan
6/30/2018	\$10,469	\$7,500	\$2,969	6/30/2020	50% of LCB over 15 days	John Morris	Services
6/30/2018	\$4,187	\$3,000	\$1,187	6/30/2020	50% of LCB over 15 days	Brian Tucker	Services
9/30/2018	\$10,291	\$7,500	\$2,791	9/30/2020	50% of LCB over 15 days	John Morris	Services
9/30/2018	\$4,116	\$3,000	\$1,116	9/30/2020	50% of LCB over 15 days	Brian Tucker	Services

11/1/2018	\$477,700	\$450,000	\$27,000	11/1/2022	\$.10 per share	Living 360, Saeb Jannoun	Services
11/1/2018	\$277,491	\$324,249	\$41,066	5/15/2019	\$.10 per share	EROP Capital Vince Sbarra	Services
1/2/2019	\$136,102	\$150,000	\$12,935	12/28/2019	Lesser of 70% of LCB or \$.05 per share	JTWROS Sid and Gloria D. Lorio	Loan
3/31/2019	\$7,500	\$7,500	0	3/31/2020	50% of LCB over 15 days	Bruce Collett	Services
3/31/2019	\$15,000	\$15,000	0	3/31/2020	50% of LCB over 15 days	Paul Cristiano	Services

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcmarket.com).

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

Nexteligent Holdings, Inc. specializes in acquiring and consolidating health and wellness businesses to create a diverse portfolio. The goal of this strategy is to hedge against market conditions and individual company or channel performance, as well as to provide acquired companies with new tools, resources and cross selling opportunities to accelerate their success.

By acquiring a variety of health and wellness businesses, Nexteligent Holdings, Inc. can spread its risk across multiple sectors and channels, which can help to mitigate the impact of any downturns or challenges in a specific area. Additionally, by bringing on board the executive teams of acquired companies, Nexteligent can leverage their expertise and experience to improve the overall performance and value of the consolidated portfolio.

Over time, as these companies are integrated under the Nexteligent umbrella, there may be opportunities to optimize operations and increase efficiencies, which can lead to improved financial performance. By combining the financials of multiple companies, Nexteligent can also potentially unlock new sources of value and growth.

Overall, Nexteligent Holdings, Inc.'s strategy of acquiring and consolidating diverse health and wellness businesses is aimed at creating a more resilient, profitable, and valuable portfolio.

The acquisition of Professional Revenue Management Services (PRMS) in Q4 2021 provided Nexteligent with a Revenue Cycle Management platform. Currently, through PRMS, the Company offers medical coding, billing, training, and collections for healthcare providers.

On March 8, 2023 Nexteligent posted on OTC Markets an update on its acquisition of IMS Experts LLC (OTC Disclosure and [News Supplemental Information - Acquisition Update to Nexteligent Shareholders](#)) noting "Our commitment to this acquisition remains unwavering. We believe that the acquisition will be beneficial to our company and our shareholders, and we are doing everything in our power to ensure its successful completion."

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

5) 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.

Leased Properties: Headquarters Office Space at 45 Rockefeller Plaza, 20FL, New York, NY 10111; PRMS 375 N Main Street, Suite C1, Williamstown, NJ 08094

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Majid Pishyar</u>	<u>Chairman</u>	<u>New York, NY</u>	<u>3,200,000</u>	<u>Common</u>	<u>4.37%</u>	=
<u>Paul Cristiano</u>	<u>Chief Executive Officer, Director</u>	<u>Mount Kisco, NY</u>	<u>3,932,000</u> <u>1,000</u>	<u>Common Preferred B</u>	<u>5.37%</u> <u>100%</u>	=
<u>Louis Sanzaro</u>	<u>Consultant, Director</u>	<u>Wethersfield, CT</u>	<u>3,092,000</u>	<u>Common</u>	<u>4.23%</u>	=
<u>Amin Pishyar</u>	<u>Non-Executive Director</u>	<u>New York, NY</u>	=	=	=	=
<u>Raymond Pomante</u>	<u>Chief Operating Officer, Director</u>	<u>West Chester, PA</u>	=	=	=	=
<u>Michael Pakula</u>	<u>5% Owner</u>	<u>New York, NY</u>	<u>12,989,952</u>	<u>Common</u>	<u>17.75%</u>	=

<u>Sidney J Lorio & Gloria D. Lorio JTWROS</u>	5% Owner	<u>Bedford, TX</u>	<u>5,198,773</u>	<u>Common</u>	<u>7.10%</u>	-
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7) Legal/Disciplinary History

A. 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.

The Company has been sued by Axiom Financial, Inc., Millennial Investment LLC and Living 360 LLC in the Circuit Court for Hillsborough County, Florida (Case No.: 22-CA-975) alleging a failure by the Company to accept conversion notices of past due convertible promissory notes in the combined principal amount of \$519,419 issued by the Company to the three plaintiffs and seeking unspecified damages. The Company has filed a motion to dismiss the Complaint.

The Company has been sued by The Law Office of Mark E. Pena, P.A. in the Circuit Court for Hillsborough County, Florida (Case No. 21-CA-008207) alleging that the Company breached an oral agreement for payment of attorney's fees of approximately \$24,000. The Company filed a motion to dismiss the Complaint.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Ernest M. Stern, Esq.
Firm: Culhane Meadows PLLC
Address 1: 1701 Pennsylvania Avenue, N.W. Suite 200
Address 2: Washington, DC 20006
Phone: 301.910.2030
Email: estern@cm.law

Accountant or Auditor

Name: James Mahoney, C
Firm: Mahoney, Sabol & Company, LLP
Address 1: 180 Glastonbury Blvd.
Address 2: Glastonbury, CT 06033
Phone: 860.541.2000
Email: jmahoneymahoneysabol.com

Investor Relations

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

All other means of Investor Communication:

Twitter: NA
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Financial Statements

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

- IFRS
- U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁶:

Name: **Brian Wilcox, CPA**
Title: **Corporate Controller**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements: **CPA**

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Annual Report for the period ended December 31, 2022
Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

NEXTELIGENT HOLDINGS, INC. AND SUBSIDIARIES
Consolidated Balance Sheet
(Unaudited – Prepared by Management)

	December 31, 2022
ASSETS	
CURRENT ASSETS:	
Cash	\$ 32,456
Accounts receivable	363,065
Prepaid expenses	23,379
Other current assets	-
Total Current Assets	418,900
Furniture and equipment, net of accumulated depreciation of \$11,250.	4,119
Intangibles, net of accumulated amortization of \$21,668.	411,083
Other assets	210,000
TOTAL ASSETS	\$ 1,044,102
 LIABILITIES AND STOCKHOLDERS' DEFICIT	
CURRENT LIABILITIES:	
Current maturities of convertible notes payable	\$ 1,434,880
Accounts payable	31,635
Accrued interest	232,382
Current portion of long-term debt	59,852
Total Current Liabilities	1,758,749
 NONCURRENT LIABILITIES:	
Long-term convertible notes payable	450,000
Deferred long-term liabilities	1,080,000
Long-term debt	158,833
Total Noncurrent Liabilities	1,688,833
 STOCKHOLDERS' DEFICIT	
Preferred stock, \$0.001 par value; 1,000 shares authorized, issued and outstanding	1
Common stock, \$0.001 par value; 100,000,000 shares authorized; 73,179,342 shares issued and outstanding.	73,179
Additional paid in capital	1,006,605
Accumulated deficit	(3,483,265)
Total Stockholders' Deficit	(2,403,480)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,044,102

See accompanying notes to consolidated financial statements.

NEXTELIGENT HOLDINGS, INC. AND SUBSIDIARIES
Consolidated Statement of Operations
(Unaudited – Prepared by Management)

	Year Ended December 31, 2022
REVENUE	
Sales & Services	\$ 490,561
Total Revenue	<u>490,561</u>
COST OF GOODS SOLD	<u>-</u>
GROSS INCOME	490,561
OPERATING EXPENSES	
Selling, general and administrative expenses	540,025
TOTAL OPERATING EXPENSES	<u>540,025</u>
NET LOSS	<u>\$ (49,464)</u>

See accompanying notes to consolidated financial statements.

NEXTELIGENT HOLDINGS, INC. AND SUBSIDIARIES
Consolidated Statement of Cash Flows
(Unaudited – Prepared by Management)

	Year Ended December 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net Loss	\$ (49,464)
Common stock issued for services	-
Adjustments to reconcile net loss to net cash (used) provided by operating activities:	
Depreciation & Amortization	-
(Increase) decrease in:	
Accounts receivable	(129,723)
Prepaid expenses and other current assets	-
Increase (decrease) in:	
Accounts payable	31,635
Accrued interest	-
Net cash (used) provided by operating activities	(147,552)
 CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from borrowings	25,000
Repayment of borrowings	-
Proceeds from issuance of common stock	124,369
Loan Proceeds	-
Net cash provided by financing activities	149,369
Net (decrease) increase in cash	1,817
Cash, beginning of period	30,639
Cash, end of period	\$ 32,456
 SUPPLEMENTAL CASH FLOW INFORMATION:	
Cash paid for interest	-
Cash paid for taxes	-

See accompanying notes to consolidated financial statements.

NXTELGENT HOLDINGS, INC. AND SUBSIDIARIES
Consolidated Statements of Stockholders' Deficit
(Unaudited – Prepared by Management)

	<u>Preferred Stock</u>	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>	
		<u>Shares</u>	<u>Amount</u>	<u>Paid in capital</u>	<u>Deficit</u>	<u>Stockholders'</u>	
						<u>Deficit</u>	
Balances at June 30, 2019	\$	1	18,311,443	\$ 18,312	\$ (983,769)	\$ (3,280,822)	\$ (4,246,278)
Convertible notes payable and accrued interest		-	15,674,091	15,674	586,565	-	602,239
Issuance of common stock for acquisition		-	3,000,000	3,000	930,621	-	933,621
Net Loss		-	-	-	-	(81,709)	(81,709)
Balances at December 31, 2020		1	36,985,534	36,986	533,417	(3,362,531)	(2,792,127)
Convertible notes payable and accrued interest		-	31,736,028	31,736	321,276	-	353,012
Issuance of common stock		-	1,000,000	1,000	31,000	-	32,000
Net Loss		-	-	-	-	(71,270)	(71,270)
Balances at December 31, 2021	\$	1	69,721,562	\$ 69,722	\$ 885,693	\$ (3,433,801)	\$ (2,478,385)
Convertible notes payable and accrued interest		-	-	-	-	-	-
Issuance of common stock		-	3,457,780	3,457	120,912	-	124,369
Net Loss		-	-	-	-	(49,464)	(49,464)
Balances at December 31, 2022	\$	1	73,179,342	\$ 73,179	\$ 1,006,605	\$ (3,483,265)	\$ (2,403,480)

See accompanying notes to consolidated financial statements.

Nexteligent Holdings, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited - prepared by Management)

NOTE 1: ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation and basis of presentation

The consolidated financial statements include the accounts of Nexteligent Holdings, Inc. ("NXGT"), as well as its predecessor Efftec International, collectively referred to as "the Company" or "the Companies."

All significant intercompany balances and transactions have been eliminated in consolidation.

Fiscal years

During 2020, the Company changed its fiscal year end to December 31st from June 30th. Previous Fiscal 2020 refers to the year ended June 30, 2020, fiscal 2019 refers to the year ended June 30, 2019.

Organization

Efftec was originally incorporated on June 4, 1997 in Delaware as Communitronics Holdings, Ltd. On September 29, 1998, the Company changed its name to Dr. Squeeze International, Inc. and on June 11, 2001, the Company changed its name to American Resource Management, Inc. On July 19, 2007, the Board of Directors approved the re-domestication of American Resource Management, Inc. from Delaware to Nevada and simultaneously changed the name of the Company to Efftec International, Inc. The Certificate of Conversion was filed in Delaware on July 25, 2007.

Efftec was incorporated in Nevada on October 14, 2003 and was acquired by the Company in November 2003. The shareholders of Efftec were issued 2,000 shares of the Company's common stock in exchange for 100% of the common stock of Efftec.

BNAC was incorporated in Delaware on May 26, 2005 and was acquired by the Company effective February 15, 2010 in exchange for 350,000 shares of the Company's common stock.

Effective November 9, 2015 Efftec International, Inc. acquired Red Light Bakers, LLC and its complimentary "sister" companies (collectively RLB). RLB is a consulting operation. In consideration for this transaction RLB was issued 160,000,000 restricted shares of common stock.

Effective October 22, 2018 Red Light Baker, LLC and its complementary "sister" companies (collectively RLB) were sold back to its founder.

Effective October 22, 2018, the Company acquired the assets of Teligent Care, LLC, a Connecticut limited liability company.

Effective February 25, 2020, Nexteligent Holdings, Inc was launched and Incorporated in the state of Nevada.

Nature of business

Nexteligent Holdings, Inc. specializes in acquiring and consolidating health and wellness businesses that serve healthcare providers with business process optimization, outsourcing, and financial management solutions. Through its acquisition of Professional Revenue Management Solutions (PRMS) in Q4 2020, the Company offers medical coding, billing, training, and collections for healthcare providers. Nexteligent announced in its Q3 2022 filing that it has signed an Asset Purchase Agreement for the acquisition of IMS Experts, LLC, a national distributor of durable medical equipment.

Cash and cash equivalents

The Company considers all cash on hand; cash in banks and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Deferred income taxes

Deferred income taxes are provided for temporary differences between financial and tax reporting in accordance with the liability method at currently enacted income tax rates applicable to the period assets and liabilities are expected to be realized or settled.

A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless management believes it is more likely than not those assets will be realized. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

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 the 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to the financial statements for the purpose of conformity between the periods presented.

Fair value of financial instruments

Financial instruments consist of cash, accounts receivable, accounts payable, accrued expenses and short-term borrowings. The carrying amount of these financial instruments approximates fair value due to their short-term nature or the current rates at which the Company could borrow funds with similar remaining maturities.

Contingencies

Certain conditions may exist as of the date 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. Company management and its legal counsel assess such contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel 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 liability 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 if probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable would be disclosed.

NOTE 2: CONVERTIBLE NOTES PAYABLE

The Company has convertible notes payable with a group of stockholders, the majority of which accrue interest at between 8%- 12% per annum and are convertible into shares of common stock at various prices.

Pursuant to his employment agreements with the Company, its former CEO Mr. Alex Desousa was issued a series of convertible notes as payment for monthly salaries due in lieu of payment in cash during the period May 1, 2014 through November 1, 2015 in the total amount of \$42,750. The notes carried an interest rate of 7.5% per

annum and matured one year from their date of issuance. On November 13, 2015, Mr. Desousa entered into a Note Purchase & Assignment Agreement with Millennial Investments, LLC, wherein the aforementioned notes were assigned to Millennial Investments, LLC.

On October 20, 2014, the Company received a \$2,500 investment from Leonard Lovallo and issued an 8% convertible note. On October 20, 2014, the Company received a \$2,500 investment from Leonard Lovallo and issued an 12% convertible note.

On March 24, 2015, the Company received a \$3,000 investment from Leonard Lovallo and issued an 8% convertible note.

On April 16, 2015, the Company received a \$1,500 investment from Leonard Lovallo and issued an 8% convertible note.

On May 15, 2015, the Company received a \$2,200 investment from Leonard Lovallo and issued an 8% convertible note.

On June 9, 2015, the Company received a \$1,750 investment from Leonard Lovallo and issued an 8% convertible note.

On July 24, 2015, the Company received a \$1,500 investment from Leonard Lovallo and issued an 8% convertible note.

On November 23, 2015, the Company received a \$8,000 investment from Millennial Investments and issued an 8% convertible note.

On December 9, 2015, the Company received a \$4,000 investment from Millennial Investments and issued an 8% convertible note.

On December 29, 2015, the Company received a \$5,000 investment from Millennial Investments, LLC and issued an 8% convertible note.

On January 27, 2016, the Company received a \$3,000 investment from Millennial Investments, LLC and issued a 12% convertible note.

On March 1, 2016, the Company received a \$7,500 investment from Saeb Jannoun Revocable Trust and issued an 8% convertible note.

On October 21, 2016, the Company received a \$4,000 investment from Millennial Investments, LLC and issued an 8% convertible note.

On October 26, 2016, the Company received a \$12,000 Investment from Lisa Mannion and issued an 8% convertible note.

On October 27, 2016, the Company received a \$10,700 investment from Miccadan Marketing and issued a convertible note.

On November 4, 2016, the Company received a \$8,000 from Clearview Consultants, LLC and issued an 8% convertible note.

On November 8, 2016, the Company received a \$20,000 investment from Saeb Jannoun Revocable Trust and issued an 8% convertible note.

On November 8, 2016, the Company received a \$10,000 investment from Millennial Investments, LLC and issued an 8% convertible note.

On November 11, 2016, the Company received a \$18,500 investment from Miccadan Marketing and issued an 8% convertible note.

On November 21, 2016, the Company received a \$15,000 investment from Miccadan Marketing and issued a convertible note.

On November 21, 2016, the Company received a \$12,000 investment from Lisa Mannion and issued a convertible note.

On March 16, 2017, the Company received a \$7,500 investment from Miccadan Marketing and issued an 8% convertible note.

On January 24, 2018, the Company received a \$4,000 investment from Saeb Jannoun Revocable Trust and issued an 8% convertible note.

On February 15, 2018, the Company received a \$2,500 investment from Saeb Jannoun Revocable Trust and issued an 8% convertible note.

On April 9, 2018, the Company received a \$3,500 investment from Lisa Mannion and issued an 8% convertible note.

On May 7, 2018, the Company received a \$1,000 investment from Millennial Investments, LLC and issued an 8% convertible note.

On July 23, 2018, the Company received a \$650 investment from Millennial Investments and issued an 8% convertible note.

On November 9, 2018, the Company received a \$2,000 investment from Millennial Investments, LLC and issued an 8% convertible note.

On November 9, 2018, the Company received a \$2,000 investment from Saeb Jannoun and issued an 8% convertible note.

On November 9, 2018, the Company received a \$2,500 investment from Lisa Mannion and issued an 8% convertible note.

On October 6, 2018, Miccadan Marketing converted \$1,220 of principal and \$1,200 of interest into 96,800 shares of common stock for a note dated November 11, 2016. Balance remaining on the note is \$17,280.

On October 8, 2018, John Morris converted \$1,397 of principal into 55,890 shares of common stock from a note issued December 30, 2016. Balance remaining on the note after the conversion is \$28,603.

On December 31, 2018, the Company received a \$150,000 investment from Sid and Gloria Lorio, JTWROS and issued a 6% convertible note.

On January 10, 2019, the Company received a \$1,000 investment from Jessica Goldberg and issued a non-interest-bearing convertible note due on January 10, 2020.

On January 10, 2019, the Company received a \$30,000 investment from Marianne & David Herold and issued a 10% convertible note due on April 10, 2019.

On March 31, 2019, the Company issued a convertible note payable to Bruce Collett for \$7,500 for services rendered. On March 31, 2019, the Company issued a convertible note payable to Paul Cristiano for \$15,000 for services rendered.

Pursuant to their employment agreements, the Company issued convertible notes on December 30, 2016 as payment for monthly salaries due in lieu of payment in cash to John Morris and Brian Tucker in the amounts of \$30,000 and \$12,000 respectively per year. The notes carry an interest rate of 8% per annum.

Pursuant to their employment agreements the Company issued convertible notes on December 30, 2017 as payment for monthly salaries due in lieu of payment in cash to John Morris and Brian Tucker in the amounts of \$30,000 and \$39,350 respectively. The notes carry an interest rate of 8% per annum.

NOTE 3: INCOME TAXES

The Company has not recorded a deferred tax benefit or expense for the year ended December 31, 2022 as all net deferred tax assets have a full valuation allowance.

NOTE 4: STOCKHOLDERS' DEFICIT

Common Stock - The Company is authorized to issue up to 100,000,000 shares of common stock with a par value of \$0.001.

Changes in Capital

During the three months ended June 30, 2022, the Company issued 1,420,000 shares of common stock in exchange for equity investments of \$40,820.

During the three months ended March 31, 2022, the Company issued 2,037,780 shares of common stock in exchange for equity investments of \$83,549.

During the year ended December 31, 2021, the Company issued 31,736,028 shares of common stock for the conversion of convertible notes.

During the three months ended December 31, 2020, the Company issued 3,318,205 shares of common stock for the conversion of convertible notes.

During the three months ended September 30, 2019, the Company issued 3,000,000 shares of common for an asset acquisition.

During the three months ended September 30, 2019, the Company issued 805,106 shares of common stock for the conversion approximately \$53,600 of principal and interest of convertible notes.

During the year ended June 30, 2019, the Company issued 6,591,272 shares of common stock for the conversion of approximately \$378,000 of principal and interest of convertible notes.

During the year ended June 30, 2019, the Company issued 3,200,000 shares of common stock in exchange for \$320,000 in cash.

During the year ended June 30, 2019, the Company issued 7,000,000 shares of common stock for an acquisition.

During the year ended June 30, 2019, the Company issued 550,000 shares of common stock to vendors for services rendered valued at \$73,750 and recorded as expense in the accompanying consolidated statement of operations.

On January 9, 2018, the Board of Directors approved a 1 for 800 reverse split of the authorized, issued and outstanding common stock of the Company and an increase in the par value to \$0.001 which was filed in Nevada on July 26, 2018 and became effective on September 25, 2018. All share references have been restated to give effect to the reverse split.

During the year ended June 30, 2018, the Company did not issue any shares of common stock for the conversion

of convertible notes.

During the year ended June 30, 2017, the Company issued 481,825 shares for the conversion of convertible notes.

On June 13, 2016, pursuant to shareholder approval the Company amended its Articles of Incorporation and increased its authorized common stock, par value \$0.001, to 100,000,000 shares.

Preferred Stock – Series B – On April 4, 2019, the Company's CFO, Bruce Collett, sold 1000 shares of the Company's Series B Preferred Stock to the Company's CEO, Paul Cristiano.

NOTE 5: ACQUISITIONS

On October 22, 2018, the Company acquired the assets of Teligent Care, LLC, a Connecticut limited liability company.

On August 5, 2019, the Company acquired the assets of Denials Recovery Group, LLC., a Florida limited liability company.

On November 11, 2020, the Company acquired the assets of Professional Revenue Management Services (PRMS), a Pennsylvania limited liability company.

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, Paul Cristiano certify that:

1. I have reviewed this Disclosure Statement for December 31, 2022;
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.

3/27/2023 [Date]

"/s/ Paul Cristiano" [CEO's Signature]

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

Principal Financial Officer:

I, Paul Cristiano certify that:

1. I have reviewed this Disclosure Statement for December 31, 2022;
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.

3/27/2023 [Date]

"/s/ Paul Cristiano" [CEO's Signature]

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