

Alternative Reporting Standard: Disclosure Guidelines for the Pink[®] Market

Federal and state securities 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 Disclosure Guidelines (“Guidelines”)¹ that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.²

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.

2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:

- Annual Report for the most recently completed fiscal year.
- All Quarterly Reports for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

Qualifying 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. **Publish the annual Management Certification:** Companies must certify basic company information initially and annually within forty five (45) days of a company’s annual report due date.

¹ These Guidelines have been designed to encompass the “current information” requirements under state and 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. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

² OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** 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.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish 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
 - Complete an annual Management Certification within **45 days** of the annual report due date.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company's State of Incorporation.

Pink Limited Information Tier

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **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" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
 - Publish reports on the following schedule:
 - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.
 - Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release 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 the material events occurs 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 the OTC Disclosure & News Service.³

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- 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 or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered 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
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- 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
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

³ "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.otcmkt.com/corporate-services/ir-tools-services>

Blockhold Capital Corporation

6968 Professional Pkwy
Lakewood Ranch, FL, 342403

(502)295-7424
www.telecareholdings.com
info@telecareholdings.com

Quarterly Report

For the period ending March 31, 2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

6,858,974 as of March 31, 2025 *(Current Reporting Period Date or More Recent Date)*

6,858,974 as of December 31, 2024 *(Most Recent Completed Fiscal Year End)*

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ “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 and names used by predecessor entities, along with the dates of the name changes.

Moms Online, Inc. from October 1, 2010(Date of Incorporation) until April 17, 2018
Blockhold Capital Corporation from April 17, 2018, to Current

Current State and Date of Incorporation or Registration: Nevada October 1, 2010
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Current State and Date of Incorporation or Registration: Nevada October 1, 2010
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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

None

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

None

Address of the issuer's principal executive office:

6968 Professional Pkwy
Lakewood Ranch, FL, 34240

Address of the issuer's principal place of business:

x Check 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?

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

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469)633-0101
Email: tkalisch@stctransfer.com
Address: 2901 Dallas Pkwy., Ste. 380, Plano, TX 75093

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:	BHLD
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>09369Y101</u>
Par or stated value:	<u>\$.001</u>
Total shares authorized:	<u>75,000,000</u> as of date: <u>March 31, 2025</u>
Total shares outstanding:	<u>6,858,974</u> as of date: <u>March 31, 2025</u>
Total number of shareholders of record:	<u>99</u> as of date: <u>March 31, 2025</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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:	_____
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: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.

There are no dividends. There is one vote per share. There are no pre-emptive rights.

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

None

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 for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2022</u> Common: <u>7,320,974</u> Preferred: <u>0</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>05/22/2023</u>	<u>Cancellation</u>	<u>(480,000)</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Digital Duo Olga Buckhannon</u>	<u>Rescind Commission Agreement</u>	<u>R</u>	<u>4(a)(2)</u>
<u>05/22/2023</u>	<u>Cancellation</u>	<u>(100,000)</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Digital Duo Olga Buckhannon</u>	<u>Rescind Commission Agreement</u>	<u>R</u>	<u>4(a)(2)</u>

Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending Balance:</u>									
Date <u>12/31/2023</u> Common: <u>6,740,974</u>									
Preferred: <u>0</u>									

<u>07/01/2024</u>	<u>New Issuance</u>	<u>69,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Bryan Luce</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>34,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Joseph Ramelli</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Deniece Krebs</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Kathy Laney</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Kevin Buckman</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2024</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Max MacCloud</u>	<u>Asset Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/09/2024</u>	<u>Cancellation</u>	<u>(150,000)</u>	<u>Common</u>	<u>\$0.50</u>	<u>No</u>	<u>Kayur Patel</u>	<u>Adjustment to acquisition in 2021</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/09/2024</u>	<u>Cancellation</u>	<u>(270,000)</u>	<u>Common</u>	<u>\$0.50</u>	<u>No</u>	<u>Tony Brown</u>	<u>Adjustment to acquisition in 2021</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/09/2024</u>	<u>Cancellation</u>	<u>(100,000)</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Best Future Investment LLC John Suprock</u>	<u>Accidentally cancelled-Reissued December 27, 2024</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/09/2024</u>	<u>Cancellation</u>	<u>(35,000)</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Tony Brown</u>	<u>Return of shares on exercise of option</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/27/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Best Future Investment LLC John Suprock</u>	<u>Reissue from above cancellation</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/27/2024</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>No</u>	<u>Kevin Buckman</u>	<u>Investment from</u>	<u>Restricted</u>	<u>4(a)(2)</u>

							<u>exercise of options</u>		
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Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance:</u> Date 3/31/2025 and 12/31/2024 Common: <u>6,858,974</u> Preferred: <u>0</u>	
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Example: A company with a fiscal year end of December 31st, 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

None

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

Any additional material details, including footnotes to the table are below:

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

4) Issuer's Business, Products and Services

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

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

Blockhold Capital Corporation operates through its subsidiaries Telecare Holdings, Virtual Clinic LLC, Sanologics, Inc., and My Body Symphony LLC providing products and services for the healthcare industry. The Company will utilize its social media expertise to increase membership on its existing customer base as well as create new sites providing services for non-MD clinicians, Military Veterans, African American Churches, and also Underserved and Rural Communities. Some of Blockhold's sites are telecareholdings.com, virtualclinic.md, televeteran.com, sanologics.com, vchealthx.com, myhealth.md, sneeze freeliving.com, mybodysymphony.com

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

Products and services are provided through its wholly owned subsidiary, Virtual Clinic LLC, Sanologics, Inc., My Body Symphony LLC and Telecare Holdings, Inc.

- C. Describe the issuers' principal products or services.

Telehealth services providing wholesale bio lab reports including blood reports, patient portal, and analytics. Wound care management services division was launched in 2022. Additional product offerings were launched in 2023: Sneeze free living is a complete at home allergy solution and vhealthx distributes exosome products.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company does not own any real property. It maintains a corporate office of approximately 200 square feet on a month-to-month basis in Reno. The Company also shares office space rent free with service providers in Las Vegas of approximately 500 square feet, and 2200 square feet in Sarasota, FL. Currently the Company believes that this is sufficient space for now.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

1) The goal of this section is to provide investors 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 owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Bryan Luce	President/Director	Reno, NV	69,000	Common	1.01%
Joe Ramelli	Secretary/Director	Reno, NV	34,000	Common	.50%
Tony Brown	CSO/Dir(Resigned effective December 31,2023)	Reno, NV	20,000	Common	.29%
Trent Gunter	Director	Reno, NV	0	Common	
Ashley Sawdaye	Director	Reno, NV	8,400	Common	.012%
Robert Schlegel	Director	Reno, NV	161,400	Common	2.35%
Calvin Wong (1)	5% Control person	Reno, NV	1,894,093	Common	27.61%
Ed Wong (2)	5% Control person	Reno, NV	461,830	Common	6.73%
Kayur Patel	Chief Medical Officer	Reno, NV	180,000	Common	2.62%
Ice Lounge Media, Inc. Calvin Wong	5% Control person	Reno, NV	2,021,619	Common	29.47%

- (1) Calvin Wong owns 903,500 shares directly and 943,893 shares through attribution by his ownership of 46.69% of IceLounge Media that owns 2,021,619 shares of the Company's common stock.
- (2) Ed Wong owns 275,000 shares directly and 57,455 shares through attribution by his ownership of 2.5% of IceLounge Media that owns 2,021,619 shares of the Company's common stock. Additionally, Ed Wong owns 66,875 shares by attribution by his ownership of 50% of WB Capital, Inc., that owns 133,750 of the Company's common stock. Mr. Wong's wife owns 62,500 shares of the Company's common stock.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities.

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

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.

Confirm that the information on this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Thomas Cook
Address 1: 10470 W. Cheyenne Ave. #115, PMB 303
Las Vegas, NV
Phone: (702) 524-9151
Email: tccesq@aol.com

Name: Jeff Turner
Address 1: 7533 S Center View Ct, #4291
West Jordan, Utah 84084
Phone: (801)810-4465
Email: jeff@jdt-legal.com

Accountant or Auditor

Name: Dan Barton
Firm: Barton CPA PLLC
Address 1: 17302 House Hahl Rd. #333
Cypress, TX, 77433
Phone: (713)489-5635
Email: dan.barton@bartoncpafirm.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): _____
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: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Bryan Luce**
Title: **President**
Relationship to Issuer: **Officer**

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

☐ IFRS
☒ U.S. GAAP

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

Name: Bryan Luce
Title: President
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements:⁶ senior C-Suite executive

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, Bryan Luce certify that:

1. I have reviewed this Disclosure Statement for Blockhold Capital Corporation.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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

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.

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.

May 20, 2025 [Date]

/S/ Bryan Luce [CEO's Signature]

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

Principal Financial Officer:

I, Bryan Luce certify that:

1. I have reviewed this Disclosure Statement for Blockhold Capital Corporation.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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.

May 20, 2025 [Date]

/S/ Bryan Luce [CFO's Signature]

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

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES

*Consolidated Financial Statements as of March 31, 2025 and December 31, 2024
and the Three Months Ended March 31, 2025 and 2024*

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

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BLOCKHOLD CAPITAL CORPORATION

Consolidated Balance Sheets
March 31, 2025 and December 31, 2024
(Unaudited)

	March 31, 2025	December 31, 2024
ASSETS		
Current Assets		
Cash	\$ 46,893	\$ 66,345
Advance receivable	-	-
Total Current Assets	46,893	66,345
Other Assets		
Goodwill and Intangibles	300,000	300,000
Total Other Assets	300,000	300,000
Total Assets	\$ 346,893	\$ 366,345
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities		
Accounts payable and accrued expenses	\$ 112,121	\$ 86,552
Deposits from customers	40,697	40,697
Due to related parties	770,178	748,178
Total Current Liabilities	922,996	875,427
Total Liabilities	922,996	875,427
Commitments and contingencies	-	-
Stockholders (Deficit)		
Common stock, \$.001 par value, 75,000,000 shares authorized; 6,858,974 and 6,740,974 shares issued and outstanding at March 31, 2025 and December 31, 2024	6,859	6,859
Additional paid-in capital	2,789,323	2,855,572
Accumulated (Deficit)	(3,260,264)	(3,371,513)
Total Stockholders' (Deficit)	(509,082)	(509,082)
Total Liabilities and Stockholders' (Deficit)	\$ 366,345	\$ 366,345

The accompanying footnotes are an integral part of these unaudited financial statements.

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended March 31,	
	2025	2024
Revenues, net	\$ 207,941	\$ 131,142
Operating Expenses		
Cost of revenues	145,693	88,372
General and administrative	146,200	90,110
Total operating expenses	291,893	178,482
(Loss) before other expenses	(83,952)	(47,340)
Other income		
Interest income	56	96
Total other (expense)	56	96
(Loss) before income taxes	(83,896)	(47,244)
Income taxes	-	-
Net (loss)	\$ (83,896)	\$ (47,244)
(Loss) per share-Basic and diluted	\$ (0.01)	\$ (0.01)
Weighted average shares outstanding		
Basic and diluted	6,858,974	6,740,974

The accompanying footnotes are an integral part of these unaudited financial statements.

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Stockholders' Equity/(Deficit)
For the Three Months Ended March 31, 2025 and 2024
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' Equity/(Deficit)
	Shares	Amount			
Balance-January 1, 2024	6,740,974	\$ 6,741	\$ 2,457,691	\$ (3,263,912)	\$ (799,480)
Compensation value of options granted	-	-	-	-	-
Cancellation of common stock	-	-	-	-	-
Net (loss) for the three months ended March 31, 2024	-	-	-	(47,244)	(47,244)
Balance-March 31, 2024	<u>6,740,974</u>	<u>\$ 6,741</u>	<u>\$ 2,457,691</u>	<u>\$ (3,311,156)</u>	<u>\$ (846,724)</u>

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Shares	Amount			
Balance-January 1, 2025	6,858,974	\$ 6,859	\$ 2,855,572	\$ (3,371,513)	\$ (509,082)
Compensation value of options granted	-	-	16,875	-	16,875
Net (loss) for the three months ended March 31, 2024	-	-	-	(83,896)	(83,896)
Balance- March 31, 2024	<u>6,858,974</u>	<u>\$ 6,859</u>	<u>\$ 2,872,447</u>	<u>\$ (3,455,409)</u>	<u>\$ (464,082)</u>

The accompanying footnotes are an integral part of these unaudited financial statements.

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended March 31,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	\$ (83,896)	\$ (47,244)
Adjustments to reconcile net loss to net cash used in operating activities:		
Compensation expense from stock options issued	16,875	-
Changes in assets and liabilities:		
Increase in accounts payable and accrued expenses	25,569	8,960
Increase in deposits due to customers	-	2,062
Increase in liabilities to related parties	22,000	18,620
Net cash provided by/(used) in operating activities	(19,452)	(17,602)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment for treasury stock	-	10,000
Net cash provided by financing activities	-	(10,000)
Net (decrease) in cash	(19,452)	(27,602)
CASH AT BEGINNING PERIOD	66,345	85,850
CASH AT END OF PERIOD	\$ 46,893	\$ 58,248
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
NON-CASH TRANSACTIONS		
Additional paid-in capital from stock options	\$ 16,875	\$ -

The accompanying footnotes are an integral part of these unaudited financial statements.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2025 and December 31, 2024
(Unaudited)

NOTE 1: THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Blockhold Capital Corporation (the “Company”) was originally named Moms Online, Inc. (“Moms Online”), and incorporated in the state of Nevada on October 1, 2010, as an early stage, emerging growth company. Moms Online, Inc. was formed as a wholly owned subsidiary of Ice Lounge Media, Inc. (“ICE”) to hold, create, collect and adapt social media site aimed at mothers “moms.”

ICE spun out Moms Online to the ICE shareholders in late 2013 to further the ongoing focus of Moms Online on the continued development of websites devoted to moms and to reduce the dual funding obligations of ICE and Moms Online. The spin off was accomplished through a share dividend from ICE to its shareholders. Following the spin-off, ICE retained 50% of the Company while the other 50% was held by the 41 original shareholders of ICE.

On September 25, 2014, the Company filed a Form 10. The Form 10 was approved by the SEC on January 23, 2015. The Company received its symbol (“MOMC”) from FINRA on September 10, 2015. Even though the Company is public, none of its shares have traded publicly as of the date of this filing.

The Company is currently seeking business activities and the related capital needed to enter into an activity to bring operations that would be profitable and increase the value to the shareholders. The activities may be in the industries previously pursued, but it is not known at this point in time, and the current operations will be financed by its parent company and/or debts incurred by the Company.

The Company acquired two companies on July 1, 2021, Virtual Clinic, LLC and Blue Sky, LLC. The Company originally issued 850,000 shares of its common stock valued at \$.50 per share. The Company has entered into the business of Tele-Health and Home Healthcare. The acquisition of Blue Sky, LLC was rescinded on June 30, 2022, and has been reversed as the transaction never occurred. Two Hundred Fifty Thousand of the shares issued have been cancelled and returned to the treasury of the Company. Additionally, the Company purchased back 250,000 of these shares for \$45,000 as part of a Reconciliation Agreement and is holding these shares in Treasury.

On October 9, 2024, an additional 420,000 shares were cancelled due to certain representations made by the acquiree in the Virtual Clinic, LLC acquisition resulting in a \$210,000 gain in 2024 from the reversal of the previous goodwill the company had acquired and immediately impaired.

The Company created a wholly owned subsidiary to distribute wound care products. The Company entered into a management and consulting agreement contract for 580,000 shares. This consulting contract was terminated on March 24, 2023, with the return to treasury of the 580,000 shares and a payment by the Company of \$11,000 to the consultant of the contract. Shares in this agreement were cancelled on May 22, 2023.

The Company on August 19, 2021, filed corporate papers to form a Wyoming subsidiary, Telecare Holdings, Inc., to house all the telemedicine and healthcare businesses.

The Company on September 17, 2024, filed corporate papers to form a Florida subsidiary, My Body Symphony LLC, to house all the healthcare business it has started in Florida.

The Company has business operations in telemedicine, wound care, allergy, and exosomes.

Basis of Presentation

The consolidated financial statements are presented on the accrual basis, under the assumption that the company is a going concern and in conformity with accounting principles generally accepted in the United States.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2025 and December 31, 2024
(Unaudited)

Principles of Consolidation

The consolidated financial statements include the accounts of Blockhold Capital Corporation and its wholly owned Subsidiaries Telecare Holdings, Inc, Sanologics, Inc. My Body Symphony LLC and Virtual Clinic, LLC. All intercompany transactions are eliminated in consolidation.

Fair Value of Financial Instruments

The carrying values of our financial instruments, including cash, notes receivable and accounts payable approximate their fair value due to the short-term nature of these financial instruments. Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) No. 820, “Fair Value Measurement” defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company does not have any assets or liabilities that are required to be measured and recorded at fair value on a recurring basis.

Use of Management's Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities 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.

Cash and Cash Equivalents

The Company considers all highly liquid debt investments purchased with a maturity of three months or less to be cash equivalents.

Revenue Recognition

The Company will record revenue in accordance with FASB Accounting Standards Codification (“ASC”) as topic 606 (“ASC 606”). The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company’s revenue recognition policies and significant judgments employed in the determination of revenue. The Company will recognize revenue from the sale of products or services in accordance with ASC 606, “Revenue Recognition” following the five steps procedure:

- Step 1: Identify the contract(s) with customers
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to performance obligations
- Step 5: Recognize revenue when the entity satisfies a performance obligation

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2025 and December 31, 2024
(Unaudited)

For its product-based contracts (lab tests) with customers, the Company receives deposits received from clinicians for lab tests to be performed. The Company recognizes revenue when the lab test has been performed which is the Company's performance obligation. Any deposits received for customers that have not gone into having their lab tests completed is recorded as a liability in the deposits from customers account on the balance sheet. The Company will determine based on the contract if lab tests not performed after 90 days if the customer forfeits the deposit received and pick up the deposit originally made as income.

Advertising

Advertising costs are expensed as incurred. Advertising expenses for the three months ended March 31, 2025, and 2024 were \$0

Impairment of Long-Lived Assets

Tangible and intangible assets (excluding goodwill) are assessed at each reporting date for indications that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. The asset's recoverable amount is the higher of an asset or cash-generating unit's fair value, less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or a group of assets exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the group of assets.

Business Combinations

In accordance with ASC 805, Business Combinations, the Company accounts for all business combinations using the acquisition method of accounting. Under this method, assets and liabilities, including any remaining non-controlling interests, are recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets acquired, net of liabilities assumed, and non-controlling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or non-controlling interests made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is re-measured to fair value at acquisition with a resulting gain or loss recognized in income for the difference between fair value and the existing book value. Results of operations of the acquired entity are included in the Company's results from the date of the acquisition onward.

Goodwill

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated primarily using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2025 and December 31, 2024
(Unaudited)

The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit.

Stock-Based Compensation

The Company accounts for employee and non-employee stock-based compensation in accordance with ASC 718, Compensation - Stock Compensation, which requires all share-based payments to employees and non-employees, including grants of stock options, to be recognized in the financial statements based on the grant date fair values of the equity instruments issued, which is charged directly to compensation expense over the requisite service or vesting period.

Emerging Growth Company Critical Accounting Policy Disclosure

The Company qualifies as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

Income Taxes

Income taxes are accounted for in accordance with FASC 740-20, “Accounting for Income Taxes.” Under FASC 740-20, deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets will be reflected on the balance sheet when it is determined that it is more likely than not that the asset will be realized.

The Company’s tax position for deferred income taxes has been provided by temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. To the extent allowed by GAAP, we provide valuation allowances against the deferred tax assets for amounts when the realization is uncertain. Management reviews these items regularly in light of changes in tax laws and court rulings at both federal and state levels.

To address accounting for uncertainty in tax positions, the Company clarifies the accounting for income taxes by prescribing a minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. The Company also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosures, and transition.

The Company files income tax returns in the U.S. federal jurisdiction, and the state of California. Interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statement of income. Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if, if any.

Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statement of income.

Earnings Per Share

Basic earnings per share are calculated using the weighted average number of common shares outstanding for the period presented. Diluted earnings per share is computed using the weighted-average number of common shares and, if dilutive, potential common shares outstanding during the period. The dilutive effect of potential common shares is not reflected in diluted earnings per share because the Company incurred a net loss for the three months ending March 31, 2025, and 2024 and the effect of including these potential common shares in the net loss per share calculations would be anti-dilutive.

The total potential common shares as of March 31, 2025, include stock options for 500,000.

Segments

The Company operates in several business segments, namely the businesses of (1) Telehealth and (2) Distribution of medical products.

Recent Accounting Pronouncements

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations or financial position.

NOTE 2: GOING CONCERN

As shown in the accompanying consolidated financial statements, we have incurred losses in each year since inception and have a loss from operations of \$3,455,409 as of March 31, 2025. These conditions raise substantial doubt as to our ability to continue as a going concern. In response to these conditions, we may raise additional capital through the sale of equity securities, through an offering of debt securities or through borrowings from financial institutions or individuals. The consolidated financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

NOTE 3: GOODWILL AND INTANGIBLES

On March 31, 2025, and December 31, 2024, goodwill and intangibles, which represents the following items purchased from the owner, Dr. Max MacCloud dba as MyBodySymphony: The items purchased included the trade, business name, telephone number and listing, goodwill, and all other intangible assets of the Business.

	March 31, 2025	December 31, 2024
Goodwill	\$ 300,000	\$ 300,000

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2025 and December 31, 2024
(Unaudited)

NOTE 4: RELATED PARTY TRANSACTIONS AND RELATIONSHIPS

Related parties

The Company licenses its technology platform from ILMI, under an Agreement which calls for an automatic 12-month renewal each year on October 1, and a monthly payment of \$4,167. Since January 1, 2023, the Company stopped accruing the platform license expense due to ILMI. The Company paid back \$30,000 against the loans made by ILMI in the year ended December 31, 2024. The Company paid back \$5,000 against the loans made by ILMI in the three months ending March 31, 2025. The Company owes ILMI \$391,945 on March 31, 2025.

WB Capital Group (WBCG), a related party with common principal ownership, provides Merger & Acquisition and project management services to the Company as a consultant. There is no written agreement governing the relationship. The Company accrues \$2,500 a month for these services. The Company paid WBCG \$10,000 during the year ending December 31, 2024. The Company also owes the President of WBCG \$55,622 for advances made on behalf of the Company. The Company owed WBCG and the President of the Company \$288,622 on March 31, 2025.

The Company owes \$15,000 on December 31, 2024, to one of the members of the LLC acquired. At the acquisition of the Subsidiary, the Company acquired debt in total of \$100,000 to two of the members and it has paid \$85,000 against this liability. The party provided medical oversight services to the Company. The individual provided an additional \$24,000 in services for the year ended December 31, 2024 and paid the individual \$29,000 in 2024 resulting in no balance due to this individual at December 31, 2024. The individual provided an additional \$9,000 in services for the three months ending March 31, 2025, and paid the individual \$9,000 in 2025 resulting in no balance due to this individual at March 31, 2025. The Company owes an additional \$4,611 for advances made to LLC on March 31, 2025. The total owed to this individual is \$19,611 on March 31, 2025.

The Company entered into a consulting agreement in 2022 with an Officer and Director of the Company. The Company accrued \$117,500 on this contract on December 31, 2024, and has paid \$82,500 against the contract in cash and common stock. The Company additionally granted 50,000 options to this officer in 2022. On March 31, 2025, the Company owes this Officer \$50,000.

The Company entered into a consulting agreement in 2023 with an Officer of the Company. The Company had accrued \$48,000 on this contract on December 31, 2024, and has paid \$34,000 against the contract in common stock. On March 31, 2025, the Company owes this Officer \$20,000.

As of March 31, 2025, the total amount due to ILMI and other related parties and WB Capital Group was \$770,178. The amounts are due on demand and bear no interest.

NOTE 5: EQUITY

Common stock

The Company issued 580,000 shares of its common stock for a consulting agreement for management and commissions in a distributorship agreement in 2022. This consulting agreement was rescinded on March 24, 2023, and the shares issued for this contract were cancelled on May 22, 2023.

The authorized capital stock of the Company consists of 75,000,000 shares of Common stock, par value \$.001 per share, of which 6,740,974 were outstanding as December 31, 2024 and 2023.

The Company purchased 250,000 shares of its common stock in early 2024 from a previous officer of the Company for \$45,000 and it is holding these shares as Treasury Stock.

The Company issued 103,000 shares of its common stock for accounts payable to related parties in the amount of \$103,000 in the year ended December 31, 2024.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2025 and December 31, 2024
(Unaudited)

The Company issued 70,000 shares of its common stock for services in the amount of \$70,000 in the year ended December 31, 2024.

The Company issued 300,000 shares of its common stock for various intangibles in the amount of \$300,000 in the year ended December 31, 2024.

The Company cancelled 420,000 shares on October 9, 2024 of its common stock issued in 2021 issued for the acquisition of Virtual Clinic LLC and recorded a gain of \$210,000 from this cancellation.

The Company issued 100,000 shares of common stock from the exercise of his options for \$100,000, or \$1.00 per share.

The Company cancelled 35,000 shares due to a prior officer and director not delivering certain assets in the 2021 acquisition of Virtual Clinic LLC.

The holders of Common Stock are entitled to one vote per share on each matter submitted to a vote at any meeting of shareholders. Shares of Common Stock do not carry cumulative voting rights and, therefore, a majority of the shares of outstanding Common Stock will be able to elect the entire board of directors and, if they do so, minority shareholders would not be able to elect any persons to the board of directors. Blockhold's bylaws provide that a majority of the issued and outstanding shares of Moms Online constitutes a quorum for shareholders' meetings.

Shareholders of Blockhold have no preemptive rights to acquire additional shares of Common Stock or other securities. The Common Stock is not subject to redemption and carries no subscription or conversion rights. In the event of liquidation of Blockhold, the shares of Common Stock are entitled to share equally in corporate assets after satisfaction of all liabilities.

Holders of Common Stock are entitled to receive such dividends, as the board of directors may from time to time declare out of funds legally available for the payment of dividends. Blockhold seeks growth and expansion of its business through the reinvestment of profits, if any, and does not anticipate that we will pay dividends in the foreseeable future.

Stock Option Plan

The Company has entered into Stock Option Agreements with various outside consultants and key members of management. The options are nonqualified and vest ratably over a two-year period. The exercise price is \$1.00 per share and 250,000 options have been granted during the year ended December 31, 2022. The Company recorded \$115,000 in stock option expense over the two-year period ending in the year ended December 31, 2023. As of December 31, 2024, there was \$0 of remaining unrecognized stock option expense related to these stock options.

The Company granted an additional 270,000 options on June 1, 2024, with the same terms mentioned above. The Company is recording the value of the options of \$135,000 as a stock option expense over the two-year vesting period starting June 1, 2024. The value of the options expenditure for the three months ending March 31, 2025, was \$16,875.

The expiration date is ten years from the date of the grant and are subject to earlier termination in accordance with the agreement. The holding period is two years following the termination of any agreements with the consultant

One of the grantees has exercised 35,000 shares under his agreement, as described above.

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The fair value of stock options granted during the three months ending March 31, 2025, was estimated on the date of grant using the Black-Scholes-Merton Model that uses assumptions noted in the following table.

	Three Months Ended March 31, 2025
Expected term (in years)	10
Expected stock price volatility	348% to 366%
Risk-free interest rate	1.30% to 1.55%
Expected dividend yield	0

The following table summarizes all stock option activity under the Company's equity incentive plans:

	Number of Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Outstanding on January 1, 2024	435,000	\$ 1.00	9.25
Granted	270,000	-	-
Exercised	(100,000)	1.00	-
Forfeited/expired	(105,000)	-	-
Outstanding on December 31, 2024	500,000	-	8.05
Granted	-	1.00	-
Exercised	-	1.00	-
Forfeited/expired	-	-	-
Outstanding on March 31, 2025	500,000	\$ 1.00	7.80
Exercisable on March 31, 2025	330,000	\$ 1.00	7.10
Unvested stock options on March 31, 2025	170,000	\$ 1.00	9.17

The Company has entered into Stock Option Agreements with certain outside consultants. The options are nonqualified and vest ratably over a two-year period. The exercise price is \$1.00 per share and 640,000 options have been granted.

The expiration date is ten years from the date of the grant and are subject to earlier termination in accordance with the agreement. The holding period is two years following the termination of any agreements with the consultant.

One of the grantees exercised 10,000 shares under her agreement in 2022, as described above.

The Company cancelled 65,000 options to a prior officer of the Company as part of the Reconciliation Agreement

One of the grantees exercised 100,000 shares under his agreement in 2024, as described above.

The Company recorded an expense of \$16,875 and \$0 for the options granted for the three months ending March 31, 2025, and 2024.

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NOTE 6: COMMITMENTS

Repayment of Investment from Sister Corp

There is an informal agreement between Social Quotient, Inc. (“SQI”), the company’s affiliate (sister corp.) and the Company that calls for the Company to give recognition to SQI for the equity contributed to the Company “from inception to the future date in which the company might be engaged in a merger or change in control”. Management is unable to determine when a change of control will occur and the amount of consideration contingently due from the company was \$80,224 as of March 31, 2025. This contingent liability amount can be satisfied in cash (minimum), or currently \$.02 per share; debt; or equity conversion in the event of a merger or transaction in which there is a change in Control.

The Company paid \$6,000 and \$5,000 during the years ended December 31, 2024, and 2023, respectively.

NOTE 7: SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to March 31, 2025, through the date these financial statements were issued and has determined that it has the following subsequent events to disclose in these financial statements.

Changing the name of the Company from BlockHold Capital Corporation to Telecare Holdings, Inc.

Increasing the authorized number of shares of stock of the Company from 75 million to 125 million and to designate 9,300,000 such shares as non-voting Series A preferred stock, each such share convertible into 10 shares of common stock and 5,000,000 shares as Series B preferred stock, each such share convertible into 2 shares of common stock.

On February 28, 2023, the Board of Directors presented certain corporate actions to its shareholders, and it will reflect the actions in its financial statements once they have been processed by FINRA and the date is set to record these actions.

The Company on December 23, 2024, filed an offering up to a maximum of 3,500,000 shares (the “Maximum Amount”) of our Common Stock, par value \$.001 per share (the “Shares”) to be sold in this offering (the “Offering”). The Shares are being offered at \$1.50 per Share, for maximum gross proceeds of up to \$5,250,000 (the “Maximum Amount”), pursuant to this Offering Circular (this “Offering Circular”).

We are selling the Shares on a “best efforts” basis through a Tier 1 offering pursuant to Regulation A (Regulation A+) under the Securities Act of 1933, as amended (the “Securities Act”), and we intend to sell the Shares directly to investors. This Offering will terminate on the earlier of (i) the date which is 12 months after the Offering is qualified, (ii) the date on which the Maximum Amount is sold, or (iii) when the Board of Directors of the Company elects to terminate the Offering (in each such case, the “Termination Date”). The minimum investment amount from an investor is \$10,000; however, we expressly reserve the right to waive this minimum at the sole discretion of our management.

The Company’s Tier 1 Regulation A offering has been declared effective by the U.S. Securities and Exchange Commission (SEC) and expects to start selling the shares by June 2025.