

## **EcoPlus, Inc.**

120 Washington St, STE 202  
Salem, MA 01970

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+1 (855) 955-3275

Ecopluscorporate.com

info@ecopluscorporate.com

# Quarterly Report

**For the period ending April 30, 2025 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

29,230,174 as of April 30, 2025 *(Current Reporting Period Date or More Recent Date)*

29,230,174 as of October 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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> “Change in Control” shall mean any events resulting in:

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

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

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

Ecoplus, Inc. and subsidiaries was incorporated in the state of Nevada on September 26, 2005. EcoPlus, Inc. (The Company) controlled a basic process and technology patent, US patent no. 7384562 issued on June 10, 2008, that dealt with Brown Grease – or more specifically with environmental waste including fats, oils and greases, typically generated as a waste product by Grease Generators. A second divisional patent, for producing a fuel by the treatment of brown grease, US Patent no 7,632,319 was issued on December 15, 2009. The company was redomiciled on July 27, 2010 into a Wyoming corporation.

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
N/A

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

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

N/A

Address of the issuer’s principal executive office:

120 Washington St., Suite 202  
Salem, MA 01970

Address of the issuer’s principal place of business:

*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: [stc@stctransfer.com](mailto:stc@stctransfer.com)  
Address: 2901 N. Dallas Parkway, Suite 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:	<u>ECPL</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>279160105</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>04/30/2025</u>
Total shares outstanding:	<u>29,230,174</u> as of date: <u>04/30/2025</u>
Total number of shareholders of record:	<u>111</u> as of date: <u>04/30/2025</u>

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

N/A

**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:	<u>Series A Preferred</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>3</u> as of date: <u>04/30/2025</u>
Total shares outstanding:	<u>1</u> as of date: <u>04/30/2025</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>04/30/2025</u>

Exact title and class of the security:	<u>Series B Preferred</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>300,000,000</u> as of date: <u>04/30/2025</u>
Total shares outstanding:	<u>49,000,298</u> as of date: <u>04/30/2025</u>
Total number of shareholders of record:	<u>271</u> as of date: <u>04/30/2025</u>

Exact title and class of the security:	<u>Series C Preferred</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>20,000,000</u> as of date: <u>04/30/2025</u>
Total shares outstanding:	<u>10,000,000</u> as of date: <u>04/30/2025</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>04/30/2025</u>

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.**

One for one voting rights on all common stock, entitled to dividends as determined by the board of directors. No Pre-emptive rights.

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

The Series A preferred share converts into the number of shares common stock, equal to 4 times the sum of all shares of Capital Stock outstanding on an as-converted basis (excluding shares of Class A preferred stock) divided by the number of shares of Class A preferred stock issued and outstanding, and votes on a converted basis. Dividend preference per share: When and as declared by the board of directors in its sole discretion; provided that dividends may be declared and paid prior to any declaration and payment of dividends on any other class or series of equity securities. Liquidation Preference per share: As if converted to common stock, in pari passu with the common stock. Votes per share: the number of shares common stock, equal to 4 times the sum of all shares of Capital Stock outstanding on an as-converted basis (excluding shares of Class A preferred stock) divided by the number of shares of Class A preferred stock issued and outstanding, and votes on a converted basis. There are no redemption rights or sinking fund provisions.

The Series B Preferred has the following designations: Each share of Series B Preferred Stock shall have two votes, in pari passu with common stock, for any election or other vote placed before the shareholders of the Corporation. The Series B Preferred Stock converts into common stock at .01 divided by the par value of the common stock, subject to adjustment as may be determined by the Board of Directors from time to time. Dividend Preference per share: When and declared by the board of directors in its sole discretion; provided that dividends may be declared and paid prior to any declaration and payment of dividends on any other class or series of equity securities not including Class A Convertible Preferred Stock. Liquidation preference per share: \$1.00 plus all declared and unpaid dividends upon winding up of the affairs of the corporation, prior to distribution to any other class or series of equity security not including Class A convertible Preferred Stock and thereafter based on the number of shares of common stock into which the preferred stock is convertible in pari passu with the holders of the other equity securities. There are no redemption rights or sinking fund provisions.

The Series C Preferred has the following designations: Series C shares are non-voting shares. Each share of Series C Preferred Stock converts into 20 shares of common stock. Series C shares are not eligible for dividends. The Series C Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution, or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of preferred or common stock whether now existing or created in the future. There are no redemption rights or sinking fund provisions.

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

Please see above.

**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.**

N/A

**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:  (If yes, you must complete the table below)

Shares Outstanding Opening Balance:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date	Common:	Preferred:							
10/31/2022	4,044,400,599		1		0				
62,935,958									
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.	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.
03/21/2023	Cancellation	4,000,000,000	Series B	.0001	N/A	Hicks Family Trust (Marilyn Hicks)	N/A	N/A	N/A
03/27/2023	Issuance	2,392,344	Common	.0001	No	Benjamin Berry	Director Agreement	Restricted	4(a)(2)
05/15/2023	Cancellation	17,562,769	Common	.0001	N/A	Hicks Family Trust (Marilyn Hicks)	N/A	N/A	N/A
08/23/2023	Reverse Split (1:5,000,000)	62,935,958	Series B	.0001	N/A	N/A	N/A	N/A	N/A
09/11/2023	Issuance	48,999,990	Series B	.0001	No	Benjamin Berry	Director Agreement	Restricted	4(a)(2)
07/30/2024	Issuance	10,000,000	Series C	.0001	No	HealthPoint Plus Holding, Inc. (Amy Brimicombe)	Asset Purchase Agreement	Restricted	4(a)(2)
Shares Outstanding on Date of This Report:									
Ending Balance:									
04/30/2025	29,230,174		1						
49,000,298									

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

N/A

#### 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.

#### 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](http://www.OTCMarkets.com).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

EcoPlus, Inc. is in the developmental phase of creating innovative health and wellness solutions.

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

None

C. Describe the issuers’ principal products or services.

EcoPlus, Inc. is a Wyoming corporation aiming to revolutionize the healthcare industry by developing and consolidating hybrid telehealth primary care medical practices, pharmacies, and other health and wellness businesses, and developing and distributing high-tech innovative medical devices for in-home use.

**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 rents shared office space on a month-to-month basis.

**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.

*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.*

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, 5% Control person)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Amy Brimicombe	CEO, President, Treasurer, Director	Salem, MA	-0-	N/A	N/A
Vincent Cammarata	Director	Salem, MA	-0-	N/A	N/A
Vincent Sablone	Director	Salem, MA	-0-	N/A	N/A
HealthStar Capital LLC (Vincent Cammarata)	+5% Beneficial Owner	Salem, MA	1 49,000,000	Series A Series B	100% 99.9%
HealthPoint Plus Holding, Inc. (Amy Brimicombe)	+5% Beneficial Owner	Salem, MA	10,000,000	Series C	100%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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);

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

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.

N/A

## 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 in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: JDT Legal  
Address 1: 7533 S Center View Ct, #4291  
Address 2: West Jordan, UT 84084  
Phone: (801) 810-4465  
Email: jeff@jdt-legal.com

Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

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: Amy Brimicombe  
Title: CEO  
Relationship to Issuer: CEO

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: R. Nickolas Jones  
Title: CPA  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> Mr. Jones is a CPA, under the rules and laws of the state of Utah. Mr. Jones has 20+ years' experience in preparing financial statements. Mr. Jones has a Bachelor's degree from BYU in Economics, and a Master's Degree in Accounting from Southern Utah University. Mr. Jones has served as CFO of several small public companies over the past 15 years.

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.

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<sup>6</sup> 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.

**ECOPLUS, INC.**  
Condensed Balance Sheets

ASSETS

	<u>April 30,</u> 2025 (Unaudited)	<u>October 31,</u> 2024 (Unaudited)
<b>CURRENT ASSETS</b>		
Cash	\$ -	\$ -
Other current assets	-	-
Total Current Assets	-	-
<b>Non-current assets</b>		
Property and Equipment, Net	2,650,000	2,650,000
Total Non-Current Assets	2,650,000	2,650,000
<b>TOTAL ASSETS</b>	<u>\$ 2,650,000</u>	<u>\$ 2,650,000</u>

LIABILITIES AND STOCKHOLDERS' DEFICIT

<b>CURRENT LIABILITIES</b>		
Accrued related party payables	\$ 60,000	\$ 30,000
Short-term notes payable	50,000	50,000
Current portion of note payable	-	-
Total Current Liabilities	110,000	80,000
<b>LONG-TERM LIABILITIES</b>		
Total Long-term Liabilities	-	-
Total Liabilities	<u>110,000</u>	<u>80,000</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Class A preferred stock, \$0.0001 par value; 20,000,000 shares authorized; 1 shares issued and outstanding at January 31, 2025 and October 31, 2024, respectively	\$ -	\$ -
Class B preferred stock, \$0.0001 par value; 49,000,298 and 49,000,298 shares issued and outstanding at January 31, 2025 and October 31, 2024, respectively	4,900	4,900
Class C preferred stock, \$0.0001 par value; 10,000,000 and 10,000,000 shares issued and outstanding at January 31, 2025 and October 31, 2024, respectively	1,000	1,000
Common stock, \$0.0001 par value; 500,000,000 shares authorized, 29,230,174 and 29,230,174 outstanding at January 31, 2025 and October 31, 2024, respectively	2,923	2,923
Additional paid-in capital	6,659,396	6,659,396
Accumulated deficit	(4,128,219)	(4,098,219)
Total Stockholders' Deficit	2,540,000	2,570,000
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u>\$ 2,650,000</u>	<u>\$ 2,650,000</u>

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

**ECOPLUS, INC.**  
Condensed Statements of Operations  
(Unaudited)

	For the Three Months Ended April 30,		For the Six Months Ended April 30,	
	2025	2024	2025	2024
REVENUES				
Revenues	\$ -	\$ -	\$ -	\$ -
COST OF SALES	-	-	-	-
GROSS MARGIN	-	-	-	-
OPERATING EXPENSES				
Professional fees	15,000		30,000	
General and administrative	-	-	-	-
Total Operating Expenses	15,000		30,000	
OPERATING LOSS	(15,000)	-	(30,000)	-
OTHER INCOME (EXPENSE)				
Interest expense	-	-	-	-
Total other income (expense)	-	-	-	-
LOSS BEFORE INCOME TAXES	(15,000)	-	(30,000)	-
COMPREHENSIVE LOSS	\$ (15,000)	\$ -	\$ (30,000)	\$ -
BASIC AND DILUTED LOSS PER SHARE	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	29,230,174	29,230,174	29,230,174	29,230,174

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

**ECOPLUS, INC.**  
Condensed Statements of Stockholders' Deficit  
(Unaudited)

**Six-Month Period Ended April 30, 2025**

	Common Stock		Preferred Stock - Series A		Preferred Stock - Series B		Preferred Stock - Series C		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, October 31, 2024	29,230,174	\$ 2,923	1	\$ -	49,000,298	\$ 4,900	10,000,000	\$ 1,000	\$ 6,659,396	\$ (4,098,219)	\$ 2,570,000
Net loss	-	-	-	-	-	-	-	-	-	(30,000)	(30,000)
Balance, April 30, 2025	<u>29,230,174</u>	<u>\$ 2,923</u>	<u>1</u>	<u>\$ -</u>	<u>49,000,298</u>	<u>\$ 4,900</u>	<u>10,000,000</u>	<u>\$ 1,000</u>	<u>\$ 6,659,396</u>	<u>\$ (4,128,219)</u>	<u>2,540,000</u>

**ECOPLUS, INC.**  
Condensed Consolidated Statements of Stockholders' Deficit  
(Unaudited)

**Six-Month Period Ended April 30, 2024**

	Common Stock		Preferred Stock - Series A		Preferred Stock - Series B		Preferred Stock - Series C		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, October 31, 2023	29,230,174	\$ 2,923	1	\$ -	49,000,298	\$ 4,900	10,000,000	\$ 1,000	\$ 6,659,396	\$ (4,068,219)	\$ 2,600,000
Net loss	-	-	-	-	-	-	-	-	-	-	-
Balance, April 30, 2024	<u>29,230,174</u>	<u>\$ 2,923</u>	<u>1</u>	<u>\$ -</u>	<u>49,000,298</u>	<u>\$ 4,900</u>	<u>10,000,000</u>	<u>\$ 1,000</u>	<u>\$ 6,659,396</u>	<u>\$ (4,068,219)</u>	<u>2,600,000</u>

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

**ECOPLUS, INC.**  
Condensed Statements of Cash Flows  
(Unaudited)

	For the Six Months Ended	
	April 30,	
	2025	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (30,000)	\$ -
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock issued for board services		
Changes in operating assets and liabilities		
Related parties accounts payable	30,000	-
Net Cash Used in Operating Activities	-	-
	.	
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Net Cash Used in Investing Activities	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net Cash Provided by Financing Activities	-	-
<b>EFFECTS OF EXCHANGE RATES ON CASH</b>	-	-
<b>NET CHANGES IN CASH</b>	-	-
<b>CASH AT BEGINNING OF PERIOD</b>	-	-
<b>CASH AT END OF PERIOD</b>	\$ -	\$ -
<b>CASH FLOW INFORMATION</b>		
<b>CASH PAID FOR:</b>		
Interest	\$ -	\$ -
Income Taxes	\$ -	\$ -

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

ECOPLUS, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED JUNE 30, 2025  
AND THE YEAR ENDED OCTOBER 31, 2024

## 1. Nature of Operations

Ecoplus, Inc. and subsidiaries was incorporated in the state of Nevada on September 26, 2005. EcoPlus, Inc. (The Company) controlled a basic process and technology patent, US patent no. 7384562 issued on June 10, 2008, that dealt with Brown Grease – or more specifically with environmental waste including fats, oils and greases, typically generated as a waste product by Grease Generators. A second divisional patent, for producing a fuel by the treatment of brown grease, US Patent no 7,632,319 was issued on December 15, 2009. The company was redomiciled on July 27, 2010 into a Wyoming corporation.

On May 13, 2024, the Company entered into an Asset Purchase Agreement with HealthPoint Plus Holdings, LLC, to purchase the entirety of the Company’s assets. Those assets were purchased through the issuance of 10,000,000 shares of Class – C preferred stock, and \$50,000, due in 90 days.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

### Use of Estimates

The preparation of financial statements in conformity with GAAP 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. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

### Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “*Revenue from contracts with customers*,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract;

(ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

### Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, *Fair Value Measurements*. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

ECOPLUS, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED JUNE 30, 2025  
AND THE YEAR ENDED OCTOBER 31, 2024

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities, are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

#### Fair Value of Financial Instruments

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities when reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed. The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

#### Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents. As of April 30, 2025 and October 31, 2024, the Company has no cash equivalents.

#### Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

#### Net Income (Loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common

ECOPLUS, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED JUNE 30, 2025  
AND THE YEAR ENDED OCTOBER 31, 2024

share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

### Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **3. Going Concern**

The accompanying financial statements have been prepared on a going concern basis. For the three months ended April 30, 2025 the Company had a net loss of \$0, no working capital, an accumulated deficit of \$4,128,219 and stockholders' equity of \$2,540,000. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **4. Commitments and Contingencies**

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with FASB ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of April 30, 2025 and October 31, 2024, the Company is not aware of any contingent liabilities that should be reflected in the financial statements.

### **5. Change of Control**

On May 18, 2022 Benjamin Berry was elected and consented to serve as the sole officer and director of the company and William E. Scherffius and Zev Kaplan resigned all positions. Benjamin Berry through Synergy Management Group LLC purchased one (1) Class A Convertible Preferred Share of EcoPlus, Inc. as part of the transaction.

### **6. Notes Payable**

#### *Short-Term Notes Payable*

On May 13, 2024 as part of its purchase agreement of HealthPlus Holdings, Inc., the Company issued a 90 day short-term loan of \$50,000 as partial payment of the purchase price.

### **7. Related Parties Payables**

On May 1, 2024, we entered into an Employment Agreement with Amy Brimicombe, through which EcoPlus, Inc. appointed Mrs. Brimicombe as the Company's CEO to lead the development and execution of the Company's strategy and oversee operations and business activities, and also as member of the Board of Directors. The Company agreed to pay a monthly compensation of \$2,000. The Company accrued \$6,000 towards the agreement for the first quarter ended January 31, 2025.

ECOPLUS, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED JUNE 30, 2025  
AND THE YEAR ENDED OCTOBER 31, 2024

On May 1, 2024, we entered into an Employment Agreement with Vincent Sablone, through which EcoPlus, Inc. appointed Mr. Sablone as member of the Board of Directors, to attend and actively participate in Board meetings and provide strategic guidance. The Company agreed to pay a monthly compensation of \$1,000. The Company accrued \$3,000 towards the agreement for the first quarter ended January 31, 2025.

On May 1, 2024, we entered into an Employment Agreement with Vincent Cammarata, through which EcoPlus, Inc. appointed Mr. Cammarata as Chairman of the Board of Directors, to lead and ensure the effective functioning of the Board of Directors. The Company agreed to pay a monthly compensation of \$2,000. The Company accrued \$6,000 towards the agreement for the first quarter ended January 31, 2025.

## 8. Equity

### *Common Stock*

The company reached a settlement with the Hick's family trust on January 4, 2023 to cancel 4,017,562,769 common shares held by the family. On February 22, 2023 the First Judicial District Court of Laramie County, Wyoming issued an order approving the settlement agreement. On March 21, 2023 the company's transfer agent processed the cancelation of the first 4,000,000,000 shares. As of January 31, 2025, the remaining 17,562,769 shares have not yet been retired and have recorded in common stock to be cancelled.

For the year ended October 31, 2024, the Company issued 2,392,344 shares of common stock for director services valued at \$50,000.

During the three months ended January 31, 2025, the Company issued 0 shares of common stock.

### *Preferred Stock*

The Company has 209,999,000 Shares of Preferred Stock authorized, and 1 Share of Class A Preferred Stock issued and outstanding with a par value of \$0.0001 and 62,936,266 Shares of Class B Preferred Stock issued and outstanding with a par value of \$0.0001.

On May 13, 2024, the Company issued 10,000,000 shares of Preferred Stock – Series C, as partial payment for the entirety of the assets of HealthPoint Plus Holdings, Inc.

Class A — The Series A Preferred has the following designations:

Class A preferred share converts into the number of shares common stock, equal to 4 times the sum of all shares of Capital Stock outstanding on an as-converted basis (excluding shares of Class A preferred stock) divided by the number of shares of Class A preferred stock issued and outstanding, and votes on a converted basis.

Class B — The Series B Preferred has the following designations:

Each share of Series B Preferred Stock shall have two votes for any election or other vote placed before the shareholders of the Corporation.

The Series B Preferred Stock converts into common stock at .01 divided by the par value of the common stock, subject to adjustment as may be determined by the Board of Directors from time to time.

Class C — The Series C Preferred has the following designations:

Each share of Series C Preferred Stock shall have two votes for any election or other vote placed before the shareholders of the Corporation.

ECOPLUS, INC.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED JUNE 30, 2025  
AND THE YEAR ENDED OCTOBER 31, 2024

The Series C Preferred Stock converts into common stock at 20 to 1, divided by the par value of the common stock, subject to adjustment as may be determined by the Board of Directors from time to time.

**9. Subsequent Events**

The Company has evaluated subsequent events through the date the financial statements were issued. There have been no events that would require disclosure or adjustments to the financial statements.

## 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, Amy Brimicombe certify that:

1. I have reviewed this Disclosure Statement for EcoPlus, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

06/11/2025 [Date]

/s/ Amy Brimicombe [CEO's Signature]

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

### *Principal Financial Officer:*

I, Amy Brimicombe certify that:

1. I have reviewed this Disclosure Statement for EcoPlus, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

06/11/2025 [Date]

/s/ Amy Brimicombe [CFO's Signature]

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