

# North America Frac Sand, Inc.

A Florida Corporation

18851 NE 29<sup>th</sup> Ave  
Floor 700  
Aventura, FL 33138  
305-809-0807 Office  
info@satkiki.com  
SIC: 1400

## QUARTERLY REPORT

For the Period Ending

September 30, 2021

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 495,741,665

As of June 30, 2021, the number of shares outstanding of our Common Stock was: 495,741,665

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 371,760,854

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

Yes: \_\_\_\_ No: X

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: \_\_\_\_ No: X

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

Yes: \_\_\_\_ No: X

"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.

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

**North America Frac Sand, Inc. (8-2015)**

Xterra Building Systems, Inc. (9/2014)

Innovative Building Systems, Inc. (4/2014)

New Found Shrimp, Inc. (4/26/2007)

The Company was incorporated in Florida in 2007 and has an active standing in that state.

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

None

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

On or about April 4, 2020, our CEO Hong Chen and the our COO Xuemei Li executed an exchange agreement where they acquired control of North America Frac Sand, Inc. Since that date North America Frac Sand, Inc. has completed a reverse merger acquisition with HTT & CTT, Inc. North America Frac Sand, Inc. on or about July 17, 2020 began its application to submit a name, ticker symbol and CUSIP change with the Financial Industry Regulatory Authority (FINA) as part of its reorganization efforts in communicating the Company's preeminent position oas a virtual care provider for women's health in China's rapidly growing telemedicine industry. The name will becom Voycare.

On November 23, 2020, our CEO Hong Chen executied an agreement selling 100% of North America Frac Sand's interest in HT & CTT, Inc.

On or about June 24, 2021, our CEO Frank Yglesias executed stock purchase agreements with Hong Chen and Xuemei Li where he acquired control of North America Frac Sand, Inc.

The Company is headquartered in 18851 NE 29<sup>th</sup> Ave, Floor 700, Aventura, FL 33138.

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

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

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

Yes: \_\_\_\_\_ No: X

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None

## **Item 2: Security Information**

Trading symbol:

NAFS

Exact title and class of securities outstanding:

Common Stock

CUSIP:

65670R102

Par or stated value:

\$0.00001

Total shares authorized:

800,000,000

as of date: September 30, 2021

Total shares outstanding:

495,741,665

as of date: September 30, 2021

Number of shares in the Public Float

289,696,174

as of date: September 30, 2021

Total number of shareholders of record:

428

as of date: September 30, 2021

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

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock Series A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>10</u>	as of date: <u>September 30, 2021</u>
Total shares outstanding:	<u>8</u>	as of date: <u>September 30, 2021</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock Series B</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>99,999,990</u>	as of date: <u>September 30, 2021</u>
Total shares outstanding:	<u>450</u>	as of date: <u>September 30, 2021</u>

**The name and address of the transfer agent.**

Name: VStock Transfer, LLC  
Address 1: 18 Lafayette Place  
Address 2: Woodmere, NY 11598  
Phone: (212) 828-8436  
Email: info@vstocktransfer.com

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

**Item 3: Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

## A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End:	*Right-click the rows below and select "Insert" to add rows as needed.								
<u>Opening Balance</u>									
Date <u>1/1/2019</u> Common: <u>70,065,448</u> Preferred: <u>47</u>									

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>4/29/2019</u>	<u>Cancellation</u>	<u>(37,800,000)</u>	<u>Common</u>	<u>0.00001</u>	<u>No</u>	<u>Canadian Sandtech, Inc. CEO, Joe Kistler</u>	<u>Cancel shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/12/2019</u>	<u>Conversion</u>	<u>3,200,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	<u>World Market Ventures, LLC Manager, Chad Curtis</u>	<u>Conversion of Debt</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/12/2019</u>	<u>Conversion</u>	<u>3,100,000</u>	<u>Common</u>	<u>0.00052</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/11/2019</u>	<u>New Issuance</u>	<u>4</u>	<u>Preferred A</u>	<u>0.00001</u>	<u>No</u>	<u>Hong Chen CEO, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Control</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/11/2019</u>	<u>New Issuance</u>	<u>4</u>	<u>Preferred A</u>	<u>0.00001</u>	<u>No</u>	<u>Xuemei Li COO, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Control</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/11/2019</u>	<u>Cancellation</u>	<u>(1)</u>	<u>Preferred A</u>	<u>0.00001</u>	<u>No</u>	<u>Joseph Kistler, Former CEO, North America Frac Sand, Inc.</u>	<u>Change in Control</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/11/2019</u>	<u>Cancellation</u>	<u>(46)</u>	<u>Preferred B</u>	<u>0.00001</u>	<u>No</u>	<u>New Opportunity Business Solutions, Inc. Brian Kistler, President</u>	<u>Cancel Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/5/2020</u>	<u>New Issuance</u>	<u>500</u>	<u>Preferred B</u>	<u>0.00001</u>	<u>No</u>	<u>Brian Kistler</u>	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/4/2020</u>	<u>Cancellation</u>	<u>(50)</u>	<u>Preferred B</u>	<u>0.00001</u>	<u>No</u>	<u>Brian Kistler</u>	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>7/6/2020</u>	<u>New Issuance</u>	<u>22,727,273</u>	<u>Common</u>	<u>0.019</u>	<u>No</u>	Hong Chen CEO, North America Frac Sand, Inc. d/b/a Voycare	<u>Services rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/6/2020</u>	<u>New Issuance</u>	<u>22,727,273</u>	<u>Common</u>	<u>0.019</u>	<u>No</u>	Xuemei Li COO, North America Frac Sand, Inc. d/b/a Voycare	<u>Services rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/8/2020</u>	<u>New Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	JP Carey Enterprises, Inc. Joseph Canouse, President	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7/8/2020</u>	<u>New Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	World Market Ventures, LLC Manager, Chad Curtis	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7/22/2020</u>	<u>New Issuance</u>	<u>6,135,529</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	JP Carey Enterprises, Inc. Joseph Canouse, President	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7/22/2020</u>	<u>New Issuance</u>	<u>6,135,529</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	World Market Ventures, LLC Manager, Chad Curtis	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7/30/2020</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	World Market Ventures, LLC Manager, Chad Curtis	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7/30/2020</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	JP Carey Enterprises, Inc. Joseph Canouse, President	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8/13/2020</u>	<u>New Issuance</u>	<u>13,492,800</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	World Market Ventures, LLC Manager, Chad Curtis	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8/26/2020</u>	<u>New Issuance</u>	<u>14,900,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	World Market Ventures, LLC Manager, Chad Curtis	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8/31/2020</u>	<u>New Issuance</u>	<u>13,658,352</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	JP Carey Enterprises, Inc. Joseph Canouse, President	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9/8/2020</u>	<u>New Issuance</u>	<u>16,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	World Market Ventures, LLC Manager, Chad Curtis	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>9/15/2020</u>	<u>New Issuance</u>	<u>18,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	<u>World Market Ventures, LLC Manager, Chad Curtis</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9/25/2020</u>	<u>New Issuance</u>	<u>18,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	<u>World Market Ventures, LLC Manager, Chad Curtis</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9/25/2020</u>	<u>New Issuance</u>	<u>793,650</u>	<u>Common</u>	<u>0.006</u>	<u>No</u>	<u>Xuan Zhou, Director, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/5/2020</u>	<u>New Issuance</u>	<u>21,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>10/8/2020</u>	<u>New Issuance</u>	<u>19,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	<u>World Market Ventures, LLC Manager, Chad Curtis</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>10/9/2020</u>	<u>New Issuance</u>	<u>23,437,500</u>	<u>Common</u>	<u>0.0016</u>	<u>Yes</u>	<u>Xuemei Li COO, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/9/2020</u>	<u>New Issuance</u>	<u>23,437,500</u>	<u>Common</u>	<u>0.0016</u>	<u>Yes</u>	<u>Hong Chen CEO, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/9/2020</u>	<u>New Issuance</u>	<u>12,500,000</u>	<u>Common</u>	<u>0.0016</u>	<u>Yes</u>	<u>Yali Wu, Director, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/9/2020</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>0.00053</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>11/25/2020</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Common</u>	<u>0.0016</u>	<u>Yes</u>	<u>Xuan Zhou, Director, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/25/2020</u>	<u>New Issuance</u>	<u>12,500,000</u>	<u>Common</u>	<u>0.0016</u>	<u>Yes</u>	<u>Yali Wu, Director, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>01/13/2021</u>	<u>New Issuance</u>	<u>1,298,701</u>	<u>Common</u>	<u>0.0046</u>	<u>Yes</u>	<u>Xuan Zhou, Director, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>01/13/2021</u>	<u>New Issuance</u>	<u>7,575,757</u>	<u>Common</u>	<u>0.0013</u>	<u>Yes</u>	<u>Yali Wu, Director, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/11/2021</u>	<u>New Issuance</u>	<u>37,500,000</u>	<u>Common</u>	<u>0.0010</u>	<u>Yes</u>	<u>Hong Chen CEO, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/11/2021</u>	<u>New Issuance</u>	<u>37,500,000</u>	<u>Common</u>	<u>0.0010</u>	<u>Yes</u>	<u>Xuemei Li COO, North America Frac Sand, Inc. d/b/a Voycare</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/18/2021</u>	<u>New Issuance</u>	<u>40,106,353</u>	<u>Common</u>	<u>0.0005</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
Date <u>9/30/2020</u> Common: <u>495,741,665</u> Preferred: <u>458</u>									

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

\_\_\_\_\_

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>8/5/2016<sup>1</sup></u>	<u>127,500<sup>1,3</sup></u>	<u>66,120<sup>1,3</sup></u>	<u>9,963<sup>1,3</sup></u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse,</u> <u>President</u>	<u>Operations</u>
<u>8/5/2016<sup>2</sup></u>	<u>2,500<sup>2,3</sup></u>	<u>59,271<sup>2,3</sup></u>	<u>239<sup>2,3</sup></u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>World Market Ventures, LLC</u> <u>Manager, Chad Curtis</u>	<u>Operations</u>
<u>7/21/2020</u>	<u>7,500<sup>3</sup></u>	<u>7,500<sup>3</sup></u>	<u>717<sup>3</sup></u>	<u>7/20/2021</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>Machiavelli Ltd LLC,</u> <u>Joseph C Canouse,</u> <u>President</u>	<u>Operations</u>
<u>7/1/2021</u>	<u>5,600</u>	<u>5,600</u>	<u>0</u>	<u>Demand Note</u>	<u>N/A</u>	<u>Frank Yglesias,</u> <u>Chief Executive Officer</u>	<u>Operations</u>

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

<sup>1</sup>JP Carey Enterprises, Inc. note reflects the consolidated balance resulting from multiple assignments of principal and interest originating from notes owned by New Opportunity Business Solutions, Inc.

<sup>2</sup>World Market Ventures, LLC. note reflects the consolidated balance resulting from multiple assignments of principal and interest originating from notes owned by New Opportunity Business Solutions, Inc.

<sup>3</sup>See Unaudited Notes to the Financial Statements. Note4: Convertible Note payable.



#### **Item 4: Financial statements.**

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Robin W Hunt  
Title: Bookkeeper  
Relationship to Issuer: Contract Services

#### **North America Frac Sand, Inc. INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Page</b>
<b>Consolidated Balance Sheets on September 30, 2021 (unaudited) and December 31, 2020 (unaudited)</b>	<b>10</b>
<b>Consolidated Statements of Operations for the three and nine months ended September 30, 2021 (unaudited) and September 30, 2020 (unaudited)</b>	<b>11</b>
<b>Consolidated Statement of Changes in Shareholders' Deficit, (unaudited)</b>	<b>12</b>
<b>Consolidated Statements of Cash Flows for nine months ended September 30, 2021 (unaudited) and September 30, 2020 (unaudited)</b>	<b>13</b>
<b>Notes to unaudited Consolidated Financial Statements</b>	<b>14</b>

**North America Frac Sand, Inc.**

<b>Consolidated Balance Sheets</b>		
<b>(Unaudited)</b>		
	<b>September 30,</b>	<b>December 31,</b>
	<b>2021</b>	<b>2020</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ ---	\$ 23,471
<b>Total Current Assets</b>	---	23,471
<b>TOTAL ASSETS</b>	<b>\$ ---</b>	<b>\$ 23,471</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	---	31,583
Accrued management fees	81,667	321,000
Accrued interest	10,919	14,836
Note payable, related party	5,600	33,000
Note payable	---	20,542
Convertible note payable, net of discount of \$0 and (\$158,875), respectively	137,500	253,625
Derivative liability	175,023	748,913
<b>Total Current Liabilities</b>	<b>410,709</b>	<b>1,423,499</b>
<b>TOTAL LIABILITIES</b>	<b>410,709</b>	<b>1,423,499</b>
<b>Stockholders' Deficit</b>		
Preferred stock Series A: 10 authorized; \$0.00001 par value 8 and 8 shares issued and outstanding, respectively	----	----
Preferred stock Series B: 99,999,990 authorized; \$0.00001 par value 450 and 450 shares issued and outstanding, respectively	----	----
Common stock: 800,000,000 authorized; \$0.00001 par value 495,741,665 and 371,760,854 shares issued and outstanding, respectively	4,958	3,718
Additional paid-in capital	23,441,254	23,388,752
Accumulated deficit	(23,856,921)	(24,792,498)
Total Stockholders' Deficit	(410,709)	(1,400,028)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ ---</b>	<b>\$ 23,471</b>

*The accompanying notes are an integral part of these unaudited consolidated financial statements*

**North America Frac Sand, Inc.**

**Statements of Operations  
(Unaudited)**

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
<b>Revenues</b>				
Sales	\$ ----	\$ 72,754	\$ ----	\$ 613,648
Cost of goods sold	----	60,058	----	176,827
Gross Profit	----	12,696	----	436,821
<b>Operating Expenses</b>				
Contractor cost	----	----	----	61,000
Stock for services	----	868,398	----	868,398
Professional fees	----	8,900	4,507	63,070
Selling, general and administrative expense	87,266	306,483	284,103	973,414
Rent	----	2,700	----	9,000
Total operating expenses	87,266	1,186,481	288,610	1,974,882
<b>Net loss from operations</b>	(87,266)	(1,173,785)	(288,610)	(1,538,061)
<b>Other income (expense)</b>				
Interest expense	(2,773)	(43,444)	(23,005)	(50,820)
Interest expense related to derivative liability	----	----	(158,875)	----
Gain on extinguishment of debt	----	----	773,416	95,104
Change in derivative	49,317	----	573,890	----
Income taxes	----	143	----	(13,163)
<b>Net loss</b>	<b>\$ (40,722)</b>	<b>\$ (1,217,086)</b>	<b>\$ 876,816</b>	<b>\$ (1,506,940)</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>0.00</b>	<b>\$ (0.02)</b>
<b>Weighted average number of shares outstanding</b>	<b>495,741,665</b>	<b>146,119,124</b>	<b>472,468,562</b>	<b>74,678,361</b>

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

North America Frac Sand, Inc.

**Consolidated Statement of Stockholders' Deficit**

**For the Period Ended September 30, 2021**

**(Unaudited)**

	<b>Series A</b>		<b>Series B</b>		<b>Common Stock</b>		<b>Additional</b>	<b>Accumulated</b>	
	<b>Preferred Stock</b>		<b>Preferred Stock</b>		<b>Common Stock</b>		<b>Paid in</b>	<b>Deficit</b>	<b>Total</b>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Deficit</u>	<u>Total</u>
<b>Balance, December 31, 2018</b>	<u>1</u>	<u>\$ 13,741,679</u>	<u>46</u>	<u>\$ 378</u>	<u>70,065,448</u>	<u>\$ 701</u>	<u>\$ 21,854,110</u>	<u>\$ (36,495,549)</u>	<u>\$ (898,681)</u>
Cancellation of shares	(1)	----	----	----	(37,800,000)	(378)	378	----	---
Stock issued for debt conversion	----	----	----	----	6,300,000	63	3,237	----	3,300
Issued preferred stock	8	----	----	----	----	----	35,000	----	35,000
Adjustment to preferred stock, series A to par value, extinguishment accounting is no longer required.	----	(13,741,679)	----	----	----	----	----	----	(13,741,679)
Cancellation of preferred stock, series B	----	----	(46)	(378)	----	----	378	----	----
Net income								13,686,879	13,686,879
<b>Balance, December 31, 2019</b>	<u>8</u>	<u>\$ ----</u>	<u>----</u>	<u>\$ ----</u>	<u>38,565,448</u>	<u>\$ 386</u>	<u>\$ 21,893,103</u>	<u>\$ (22,808,670)</u>	<u>\$ (915,182)</u>
Issued preferred stock	----	----	450	----	----	----	651,308	----	651,308
Stock issued for services	----	----	----	----	121,873,196	1,219	988,936	----	990,155
Stock issued for debt conversion	----	----	----	----	211,322,210	2,113	110,151	----	112,264
Adjust Additional paid-in capital for subsidiaries	----	----	----	----	----	----	78,006	----	78,006
Paid-in Capital Derivative liability	----	----	----	----	----	----	(332,752)	----	(332,752)
Net loss								(1,983,827)	(1,983,827)
<b>Balance, December 31, 2020</b>	<u>8</u>	<u>\$ ----</u>	<u>450</u>	<u>\$ ----</u>	<u>371,760,854</u>	<u>\$ 3,718</u>	<u>\$ 23,388,752</u>	<u>\$ (24,792,498)</u>	<u>\$ (1,400,028)</u>
Stock issued for services	----	----	----	----	83,874,458	839	90,161	----	91,000
Stock issued for debt conversion	----	----	----	----	40,106,353	401	21,103	----	21,504
Prior period adjustment for subsidiary	----	----	----	----	----	----	(58,762)	58,762	----
Net income								876,815	876,815
<b>Balance, September 30, 2021</b>	<u>8</u>	<u>\$ ----</u>	<u>450</u>	<u>\$ ----</u>	<u>495,741,665</u>	<u>\$ 4,958</u>	<u>\$ 23,441,254</u>	<u>\$ (23,856,921)</u>	<u>\$ (410,709)</u>

*The accompanying notes are an integral part of these unaudited consolidated financial statements*

**North America Frac Sand, Inc.**  
**Statements of Cash Flows**  
**(Unaudited)**

**For the Nine Months Ended**  
**September 30,**

**2021**                      **2020**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net income (loss) \$ 876,816 \$ (1,506,940)

Adjustment to reconcile net loss to net cash provided in operations:

Change in fair market value of derivatives (573,890) ----

Amortization of debt discount 158,875 ----

Gain on extinguishment of debt (773,416) ----

Stock issued for service ---- 868,398

Change in assets and liabilities:

Accounts receivable, net of allowance for doubtful accounts ---- (235,500)

Notes receivable ---- (128,316)

Prepaid and other current assets ---- (7,920)

Accounts payable and accrued liabilities ---- (102,047)

Accrued management fees 165,666 253,217

Accrued interest 15,649 2,225

Net Cash (used in) provided by operating activities (130,300) (856,883)

**CASH FLOWS FROM INVESTING ACTIVITIES:**

Subsidiary activities ---- 578,337

Property, plant and equipment, net ---- (499,570)

Net Cash Used in Investing Activities ---- 78,767

**CASH FLOWS FROM FINANCING ACTIVITIES:**

Proceeds (payments) notes payable (20,542) 220,317

Proceeds (payments) notes payable, related party 10,600 33,000

Stock issued to reduce debt 116,771 729,040

Proceeds from Cares Act Paycheck Protection ---- 88,063

Net Cash provided by financing activities 106,829 1,070,420

**Net change in cash and cash equivalents** (23,471) 292,304

Cash and cash equivalents Beginning of period 23,471 ----

Cash and cash equivalents End of period \$ ---- \$ 292,304

**Supplemental cash flow information**

Cash paid for interest \$ ---- \$ 7,908

Cash paid for taxes \$ ---- \$ 13,163

*The accompanying notes are an integral part of these unaudited consolidated financial statements*

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**NOTE 1: NATURE OF BUSINESS**

*ORGANIZATION*

North America Frac Sand, Inc. (OTC: NAFS) is a Florida based medical tourism and telemedicine service provider helping overseas patients gain access to quality health care primarily in the fields of oncology, in vitro fertilization, cosmetic surgery and wellness. Voycare's executive team has over 20 years of cross border tourism experience, specifically servicing Chinese outbound travelers to North and South America.

North America Frac Sand, Inc. is a Florida corporation.

The Company is headquartered in Aventura, Florida.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*GOING CONCERN*

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating cost and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company include, obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The current COVID-19 Coronavirus pandemic continues to have devastating effects worldwide, becoming one of the biggest threats to the global economy and financial markets. The medical travel sector is especially affected by the current travel restrictions worldwide, making it difficult to travel for medical care, and thus there is no assurance the Company will be able to generate business for its medical tourism division in the short and long term. In addition to travel restrictions, local hospital continues to struggle with capacity and medical supplies to treat patients affected by the outbreak, making the capacity for medical tourists scarce as long as the pandemic continues.

*PRINCIPLES OF CONSOLIDATION*

The consolidated financial statements include the accounts of the Company and its subsidiary. All intercompany accounts and transactions have been eliminated.

*BASIS OF PRESENTATION AND USE OF ESTIMATES*

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

*RECLASSIFICATION OF PRIOR PERIOD PRESENTATION*

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

*FISCAL YEAR END*

The Company elected December 31, as its fiscal year ending date.

*USE OF ESTIMATES*

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require 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 reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

*CASH AND CASH EQUIVALENTS*

The Company considers all highly liquid investments with an original maturity of Nine months or less at the date of acquisition to be cash equivalents. Cash and cash equivalents at September 30, 2021 and December 31, 2020 were \$0 and \$23,471, respectively.

*CASH FLOWS REPORTING*

The Company follows ASC 230, Statement of Cash Flows, for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by ASC 230, Statement of Cash Flows, to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period.

*REVENUE RECOGNITION*

The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met:

- persuasive evidence of an arrangement exists
- the product has been shipped or the services have been rendered to the customer
- the sales price is fixed or determinable
- collectability is reasonably assured.

The Company's revenue is primarily generated through 3 revenue channels which include travel related business, consulting business and trading business.

*CONCENTRATIONS OF CREDIT RISK AND SIGNIFICANT CUSTOMERS*

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities, accounts receivable and restricted cash. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit-quality financial institutions in bank deposits, money market funds, U.S. government securities and other investment grade debt securities that have strong credit ratings. The Company has established guidelines relative to diversification of its cash and marketable securities and their maturities that are intended to secure safety and liquidity. These guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates and changes in the Company's operations and financial position. Although the Company may deposit its cash and cash equivalents with multiple financial institutions, its deposits, at times, may exceed federally insured limits.

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**FINANCIAL INSTRUMENTS**

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

ASC 820, *Fair Value Measurements and Disclosures*, 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. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

**DERIVATIVE LIABILITIES**

Derivative liabilities include the fair value of instruments such as common stock warrants, preferred stock warrants and convertible features of notes, that are initially recorded at fair value and are required to be re-measured to fair value at each reporting period under provisions of ASC 480, *Distinguishing Liabilities from Equity*, or ASC 815, *Derivatives and Hedging*. The change in fair value of the instruments is recognized as a component of other income (expense) in the Company's statements of operations until the instruments settle, expire or are no longer classified as derivative liabilities. The Company estimates the fair value of these instruments using the Black-Scholes pricing model. The significant assumptions used in estimating the fair value include the exercise price, volatility of the stock underlying the instrument, risk-free interest rate, estimated fair value of the stock underlying the instrument and the estimated life of the instrument.

**DEFERRED INCOME TAXES AND VALUATION ALLOWANCE**

The Company accounts for income taxes under FASB ASC 740 "Income Taxes." Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. 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. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the year the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

**NET INCOME (LOSS) PER COMMON SHARE**

Net income (loss) per share is calculated in accordance with FASB ASC 260, "Earnings Per Share." The weighted-average number of common shares outstanding during each year is used to compute basic earning or loss per share. Diluted earnings or loss



**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at September 30, 2021 and at December 31, 2020. At September 30, 2021 and December 31, 2020, the Company had no dilutive potential common shares.

**RECENT ACCOUNTING PRONOUNCEMENTS**

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*<sup>TM</sup> (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

**NOTE 3: NOTE PAYABLE AND NOTE PAYABLE RELATED PARTY**

The following table represents the notes payable at September 30, 2021 and December 31, 2020, respectively.

	September 30, 2021	December 31, 2020
J P Carey Enterprises, Inc., an unrelated party executed assignments of three notes payable with the Company in the combined amount of \$66,120. The notes payable originally dated and tacking back to August 5, 2016. The notes state a ten percent (10%) annual percentage rate and are due on demand. Accrued interest at September 30, 2021 and December 31, 2020 was \$0 and \$765, respectively.	\$ ----	20,542
Hong Chen, advanced the Company funds for operations. The demand note carries and eighteen percent (18%) annual percentage rate. Accrued interest at September 30, 2021 and December 31, 2020 was \$0 and \$0, respectively.	----	33,000
Frank Yglesias, the Company's CEO, advanced the Company funds for operations. The demand note carries and zero percent (0%) annual percentage rate. Accrued interest at September 30, 2021 and December 31, 2020 was \$0 and \$0, respectively.	5,600	----
Total notes payable	\$ 5,600	\$ 53,542
Total accrued interest	----	5,289
Current portion	\$ 5,600	\$ 53,542

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**NOTE 4: CONVERTIBLE NOTE PAYABLE**

The following table represents the convertible notes payable at September 30, 2021 and December 31, 2020, respectively.

	September 30, 2021	December 31, 2020
J P Carey Enterprises, Inc., an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2021 and December 31, 2020 was \$9,963 and \$2,334, respectively.	\$ 127,500	127,500
Machiavelli LTD LLC, an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2021 and December 31, 2020 was \$717 and \$268, respectively.	7,500	7,500
World Market Ventures, LLC, an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2021 and December 31, 2020 was \$239 and \$89, respectively.	2,500	2,500
Yali Wu, executed a note payable with the company in exchange for a reduction in accrued compensation. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state a ten percent (10%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2021 and December 31, 2020 was \$0 and \$374, respectively.	----	15,000
Hong Chen, executed a convertible note payable with the company in exchange for a reduction in accrued compensation. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state a ten percent (10%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2021 and December 31, 2020 was \$0 and \$3,241, respectively.	----	130,000
Xuemei Li, executed a convertible note payable with the company in exchange for a reduction in accrued compensation. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state a ten percent (10%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2021 and December 31, 2020 was \$0 and \$3,241, respectively.	----	130,000
Less debt discount	----	158,875
Total Convertible notes payable, net of discount	\$ 137,500	\$ 253,625

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

	September 30, 2021	December 31, 2020
Total accrued interest	\$ 10,919	\$ 9,548

**NOTE 5: SHAREHOLDERS' EQUITY**

*PREFERRED STOCK*

The Company has been authorized to issue 100,000,000 shares of \$0.00001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, within certain guidelines established in the Articles of Incorporation.

Series A: 10 shares of preferred stock have been designated as Series A. The certificate of designations for the Preferred A Stock provides that it may only be issued in exchange for the partial or full retirement of debt held by management, employees or consultants, or as directed by a majority vote of the Board of Directors. Whereas the September 17, 2014 amendment enabled the Series A may be convertible into the number of shares of common stock which equals four times the sum of (i) the total number of shares of common stock which are issued and outstanding at the time of conversion, plus (ii) the total number of shares of Series B and Series C preferred stocks which are issued and outstanding at the time of conversion; the July 28, 2016 amendment eliminated all conversion rights associated with this class of stock. The Series A class possesses a number of votes equal to the number of common stock equivalents, if converted.

Series B: 99,999,990 shares of preferred stock have been designated as Series B. The certificate of designation for the Preferred B Stock provides that as a class shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion. Preferred Series B will have liquidation rites, an amount equal to \$1.00 per share, plus any declared but unpaid dividends for each share held. Each share will have 10 votes. Each share of Series B Preferred Stock shall be convertible into common shares, at any time, and/or from time to time, into the number of shares of the Corporation's Common Stock, par value \$0.00001 per share, equal to the price of the Series B Preferred Stock, 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 (the "Conversion Rate").

On January 5, 2020, the Company issued 500 shares of Preferred stock, Series B to Brian Kistler for the extinguishment of certain debt and payables in accordance with the Exchange Agreement executed January 5, 2020.

On April 4, 2020, the Company canceled 50 shares of Preferred stock, Series B to Brian Kistler in accordance with the Exchange Agreement executed January 5, 2020.

Total shares of preferred stock, Series A, issued and outstanding at September 30, 2021 and December 31, 2020 were 8 and 8, respectively.

Total shares of preferred stock, Series B, issued and outstanding at September 30, 2021 and December 31, 2020 were 450 and 450, respectively.

*COMMON STOCK*

The Company's authorized capital stock consists of 500,000,000 shares of \$0.00001 par value per share Common Stock. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

Details to the issuance of common stock is presented in Item 3, A: Issuance History. Total shares of common stock issued and outstanding at September 30, 2021 and December 31, 2020 were 495,741,665 and 371,760,854, respectively.

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

*WARRANTS AND OPTIONS*

None

**NOTE 6. RELATED PARTY TRANSACTIONS**

*EMPLOYMENT and BOARD OF DIRECTOR AGREEMENTS*

The Company has employment and board of director agreements with its key employees, the controlling shareholders, who are its officers and directors of the Company.

- **Mr. Frank Yglesias**  
On June 24, 2021, Mr. Frank Yglesias executed stock purchase agreements with Hong Chen and Xuemei Li where he acquired control of North America Frac Sand, Inc. A board resolution was approved naming Mr. Yglesias as the Chairman and Chief Executive Officer. The Company approved annual compensation for Mr. Yglesias of Three Hundred Thousand dollars, (\$300,000) equally distributed for his services as Chief Executive Officer and his board of directors membership.
- **Mrs. Hong Chen**  
On June 24, 2021, Mrs. Hong Chen submitted her resignation as the CEO.
- **Ms. Xuemei Li**  
On June 24, 2021, Ms. Xuemei Li submitted her resignation as the COO
- **Xuan Zhou**  
**Board of Director Agreement:** On January 13, 2021, the Company issued Xuan Zhou 1,298,701 shares of common stock as compensation for all accrued fees owed. The Board of Directors agreement between the Company and Xuan Zhou was terminated on January 13, 2021.
- **Yali Wu**  
**Board of Director Agreement:** On January 13, 2021, the Company issued Yali Wu 7,575,757 shares of common stock as compensation for all accrued fees owed. The Board of Directors agreement between the Company and Yali Wu was terminated on January 13, 2021.

Amounts included in accruals represent amounts due to the officers and directors for corporate obligations under the abovementioned agreements. Payments on behalf of the Company and accruals made under contractual obligation are accrued. As of September 30, 2021, and December 31, 2020, accrued expenses were \$81,667 and \$321,000, respectively.

*NOTE PAYABLE*

In support of the Company's efforts and cash requirements, it has relied on advances from the Chief Executive Officer and shareholders until such time that the Company can support its operations or attains adequate financing through sales of its equity or traditional debt financing. There is no formal written commitment for continued support. All advances made in support of the Company are formalized by demand notes, at a 18.00% annual interest rate.

On October 1, 2020, the Company executed convertible notes payable with Hong Chen and Xuemei Li in the amount of One Hundred Thirty Thousand dollars (\$130,000), respectively. Both Chen and Li reduced their respective accrued compensation by the amount of the convertible notes. The notes mature in twelve months and carry an annual interest of ten percent (10%). The note is convertible into the Company's common stock after 180 days from the origination date and has a discount rate of fifty percent (50%).

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

On June 24, 2021, Mrs. Hong Chen and Ms. Xuemei Li's debt was extinguished as in accordance with the stock purchase agreements executed on June 24, 2021.

During the period ending September 30, 2021, our Chief Executive Officer, Mr. Frank Yglesias loaned the Company \$5,600 for operations. The loan is secured by a demand with a zero annual percentage rate.

For the period ended September 30, 2021 and 2020 our former Chief Executive Officer, Mrs. Hong Chen has loaned the company \$5,000 and \$33,000, respectively for operations.

At September 30, 2021 and December 31, 2020, the demand notes accumulative balances were \$5,600 and \$33,000, respectively. Accrued interest at September 30, 2021 and December 31, 2020 was \$0 and \$4,326, respectively.

*EQUITY TRANSACTIONS*

On July 6, 2020, the Company issued 22,727,273 shares each of common stock to Mrs. Hong Chen and Mrs. Xuemei Li for services rendered. The shares were issued at FMV of \$0.019 and valued at \$863,636.

On October 9, 2020, the Company issued Hong Chen, CEO and Xuemei Li, COO 23,437,500 shares each of common for services rendered. The shares were issued at a discount to the market of \$0.0016 or \$37,500 each. Fair market value on October 9, 2020 was \$0.004.

On October 9, 2020, the Company issued Yali Wu 12,500,000 shares of common for services rendered. The shares were issued at a discount to the market of \$0.0016 or \$20,000 each. Fair market value on October 9, 2020 was \$0.004.

On November 25, 2020, the Company issued Yali Wu 12,500,000 shares of common and Xuan Zhou 3,750,000 shares of common for services rendered. The shares were issued at a discount to the market of \$0.0016 or \$20,000 and \$6,000, respectively. Fair market value on November 25, 2020 was \$0.0028.

On January 13, 2021, the Company issued Yali Wu 7,575,757 shares of common and Xuan Zhou 1,298,701 shares of common for services rendered. The shares were issued at a discount to the market of \$0.0013 or \$10,000 and \$0.0046 or \$6,000, respectively. Fair market value on January 13, 2021 was \$0.0053.

On February 11, 2021, the Company issued Hong Chen, CEO and Xuemei Li, COO 37,500,000 shares each of common for services rendered. The shares were issued at a discount to the market of \$0.001 or \$37,500 each. Fair market value on February 11, 2021 was \$0.0098.

On June 24, 2021, Hong Chen and Xuemei Li executed stock purchase agreements with Mr. Franjose Yglesias. Mr. Yglesias purchased 4 shares each of Preferred A from Chen and Li. Mr. Yglesias also purchased 58,664,773 shares of common stock from Mrs. Chen.

**North America Frac Sand, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**NOTE 7. COMMITMENTS AND CONTINGENCIES**

From time to time the Company may be a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

**NOTE 8: SUBSEQUENT EVENTS**

In accordance with ASC 855-10, the company has analyzed its operations subsequent to September 30, 2021, through the date these financial statements were issued (date of filing with the OTC Markets) and has determined that it does not have any material subsequent events to disclose in these financial statements other than the events discussed below.

## **Item 5: Issuer's Business, Products and Services**

- A. Business Operations: The Company is a California based medical tourism and telemedicine service provider helping overseas patients gain access to quality health care primarily in the fields of oncology, in vitro fertilization, cosmetic surgery and wellness.
- B. Describe any subsidiaries, parents or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference.

Not applicable

- C. The Company's current business services include, 1) telemedicine via online-to-offline (O2O) medical consultations in women's health and 2) facilitating medical travel from China to overseas medical tourism destinations.

*Telemedicine* – The Company is currently developing a digital health platform exclusively for women in China. The secure online platform seeks to help women connect with vetted health providers in China and internationally via online audio/video calls with simultaneous Chinese interpretation, all from the comfort of their own homes. The online consultations will allow women to engage and vet health providers before committing to treatment and traveling to the destination of the provider. The platform will also offer second opinion services.

*Medical Tourism* – The Company seeks to facilitate overseas medical treatments for patients in China and other Asian countries seeking treatment across various specialties including but not limited to oncology, in vitro fertilization, cosmetic surgery and wellness. The Company continues to identify and develop key partnerships with health providers in much sought after regions like U.S., South Korea and Ukraine. In addition to facilitating treatments with vetted health providers, the Company also seeks to provide world-class travel booking services for all outbound and local ground support travel arrangements.

## **Item 6: Issuer's Facilities:**

Our office is located at 18851 NE 29<sup>th</sup> Ave, Floor 700, Aventura, FL 33138. The facility has available office space for meetings and conference rooms. Otherwise, we operate virtually.

## **Item 7: Officers, Directors and Control Persons**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Frank Yglesias	CEO, Chairman	Aventura, FL	58,664,773	Common	11.834%	

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Frank Yglesias	CEO, Chairman	Aventura, FL	8	Series A Preferred	100%	

## **Item 8: Legal/Disciplinary History**

- A. Please identify whether any of the foregoing persons have, in the past 10 years, been the subject of:
1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);  
  
None
  2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;  
  
None
  3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or  
  
None
  4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.  
  
None
- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceed and the relief south. Include similar information as to any such proceedings know to be contemplated by governmental authorities.

None



**Item 9: Third Party Providers**

<u>Name</u>	<u>Company Name and Address</u>	<u>Phone</u>	<u>Website</u>
Jonathan D. Leinwand, P.A.	Jonathan D. Leinwand, P.A. 20900 NE 30 <sup>th</sup> Ave 8 <sup>th</sup> Floor Aventura, FL 33180	954-903-7856	

**Other Service Providers**

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

Name: Robin W Hunt  
Firm: Interactive Edgar Corp.  
Nature of Services: Bookkeeping  
Address: 17318 Dawkins Rd, New Haven, IN 46774

## **Item 10. Certifications**

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).

I, Frank Yglesias, certify that:

1. I have reviewed this Quarterly disclosure statement of North America Frac Sand, 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.

December 2, 2021

/s/ Frank Yglesias

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Frank Yglesias,  
Chief Executive Officer  
Chief Financial Officer  
Chairman of the Board