

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Nexteligen Holdings, Inc.**

45 Rockefeller Plaza, 20<sup>th</sup> Fl, New York, NY 10111

860.833.6533

www.nexteligen.com

lsanzaro@nexteligen.com

65290B107

### **Quarterly Report**

**For the Period Ending: June 30, 2022**  
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

73,179,342

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

71,759,342

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

69,721,562

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

CURRENT NAME: Nexteligent Holdings, Inc.; February 24, 2020

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

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

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

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

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

None

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

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

45 Rockefeller Plaza, 20<sup>th</sup> Floor, New York, NY 10111

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

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

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

Yes: ☐ No: ☒

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

**2) Security Information**

Trading symbol:	<u>NXGT</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>65290B107</u>
Par or stated value:	<u>\$.001</u>

Total shares authorized:	<u>100,000,000</u> as of date: <u>June 30, 2022</u>
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Total shares outstanding:	<u>73,179,342</u> as of date: <u>June 30, 2022</u>
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Number of shares in the Public Float<sup>2</sup>: 37,530,656 as of date: June 30, 2022  
Total number of shareholders of record: 1,568 as of date: June 30, 2022

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

Trading symbol: NXGT  
Exact title and class of securities outstanding: Preferred Series B  
CUSIP: 65290B107  
Par or stated value: \$ .001  
Total shares authorized: 1,000 as of date: June 30, 2022  
Total shares outstanding: 1,000 as of date: June 30, 2022

Transfer Agent

Name: Olde Monmouth Stock Transfer Company, Inc.  
Phone: 732-872-2727  
Email: matt@oldemonmouth.com  
Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

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

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>36,985,534</u> Series B Preferred: <u>1,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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.
11/21/2018	New Issuance	7,000,000	Common	NA	Yes	Paul Cristiano	Acquisition	Restricted	NA
12/7/2018	New Issuance	699,894	Common	\$0.015	Yes	Clearview Consulting, LLC, Lisa Mannion	Debt Conversion	Restricted	NA
12/13/2018	New Issuance	821,267	Common	\$0.015	Yes	Leonard Lovallo	Debt Conversion	Unrestricted	4(a)(1)
12/18/2018	New Issuance	597,627	Common	\$0.015	Yes	EROP Capital, LLC, Vince Sbarra	Debt Conversion	Unrestricted	4(a)(1)
1/4/2019	New Issuance	935,000	Common	\$0.015	Yes	Saeb Jannoun Revocable Trust	Debt Conversion	Unrestricted	4(a)(1)
1/4/2019	New Issuance	96,800	Common	\$0.10	No	Saeb Jannoun Revocable Trust	Debt Conversion	Unrestricted	4(a)(1)
1/10/2019	New Issuance	229,227	Common	\$0.10	No	Richard Zanotti	Debt Conversion	Restricted	NA
1/10/2019	New Issuance	64,617	Common	\$0.10	No	John Gagas	Debt Conversion	Restricted	NA
1/10/2019	New Issuance	88,706	Common	\$0.10	No	Richard Zanotti	Debt Conversion	Restricted	NA
1/10/2019	New Issuance	122,923	Common	\$0.10	No	Christopher Zanotti	Debt Conversion	Restricted	NA
1/10/2019	New Issuance	206,181	Common	\$0.10	No	Stephen J. Heinle	Debt Conversion	Restricted	NA
1/10/2019	New Issuance	372,493	Common	\$0.10	No	Vantage Tool & MFG, Stephen J. Heinle	Debt Conversion	Restricted	NA
1/17/2019	New Issuance	150,000	Common	NA	Yes	Axiom Financial, Inc., Darren Bankston	Consulting Services	Restricted	NA

2/5/2019	New Issuance	187,667	Common	\$0.035	Yes	Axiom Financial, Inc., Darren Bankston	Debt Conversion	Unrestricted	4(a)(1)
3/13/2019	New Issuance	319,936	Common	\$0.025	Yes	EROP Capital, LLC, Vince Sbarra	Debt Conversion	Unrestricted	4(a)(1)
3/25/2019	New Issuance	250,000	Common	NA	No	Stockvest Art Brent	Consulting Services	Restricted	NA
4/16/2019	New Issuance	3,200,000	Common	\$0.10	Yes	32Group Majid Pishyar	Cash	Restricted	NA
5/3/2019	New Issuance	660,649	Common	\$0.03	Yes	Lisa Mannion	Debt Conversion	Restricted	NA
6/20/2019	New Issuance	150,000	Common	\$0.245	No	Mark E Pena	Consulting Services	Restricted	NA
6/27/2019	Cancellation	7,000,000	common	NA	Yes	Paul Cristiano	Acquisition	Restricted	NA
6/27/2019	New Issuance	280,000	Common	\$0.17	No	Steve Heinle	Acquisition	Restricted	NA
6/27/2019	New Issuance	140,000	Common	\$0.17	No	Richard Zanotti	Acquisition	Restricted	NA
6/27/2019	New Issuance	70,000	Common	\$0.17	No	John Gagas	Acquisition	Restricted	NA
6/27/2019	New Issuance	14,000	Common	\$0.17	No	Chris Zanotti	Acquisition	Restricted	NA
6/27/2019	New Issuance	700,000	Common	\$0.17	No	Alan R. Townsend	Acquisition	Restricted	NA
6/27/2019	New Issuance	1,932,000	Common	\$0.17	No	Lou Daniels	Acquisition	Restricted	NA
6/27/2019	New Issuance	1,932,000	Common	\$0.17	No	Lou Sanzaro	Acquisition	Restricted	NA
6/27/2019	New Issuance	1,932,000	Common	\$0.17	No	Paul Cristiano	Acquisition	Restricted	NA
6/28/2019	New Issuance	880,000	Common	\$0.1125	No	Dr Jay Sanders,MD	Debt Conversion	Restricted	NA
6/30/2019	New Issuance	233,419	Common	\$0.10	Yes	Stephen Heinle	Debt Conversion	Restricted	NA
6/30/2019	New Issuance	735,515	Common	\$0.2655	Yes	Vantage Tool and Manufacturing Stephen Heinle	Debt Conversion	Restricted	NA
8/5/2019	New Issuance	1,500,000	Common	\$0.07	No	Hills Country Hillside, Ltd Bryan L. Kastleman	Acquisition	Restricted	NA
8/5/2019	New Issuance	1,500,000	Common	\$0.07	No	Denials Recovery Group, Inc. Stuart Miller	Acquisition	Restricted	NA

9/30/2019	New Issuance	176,229	Common	\$0.09	No	Stockvest Art Brent	Debt Conversion	Restricted	NA
9/30/2019	New Issuance	608,877	Common	\$0.06	No	Vantage Tool and Manufacturing Stephen Heinle	Debt Conversion	Restricted	NA
11/27/2019	New Issuance	80,000	Common	\$0.10	No	Louis Buffalino	Debt Conversion	Restricted	NA
11/27/2019	New Issuance	80,000	Common	\$0.10	No	Arazi Eternity, LLC Albir Araz	Debt Conversion	Restricted	NA
11/27/2019	New Issuance	240,000	Common	\$0.15	No	Howard Blum	Debt Conversion	Restricted	NA
12/17/2019	New Issuance	588,575	Common	\$0.10	No	John Gagas	Debt Conversion	Restricted	NA
12/17/2019	New Issuance	51,284	Common	\$0.10	No	Chris Zanotti	Debt Conversion	Restricted	NA
12/17/2019	New Issuance	1,944,474	Common	\$0.10	No	Richard Zanotti	Debt Conversion	Restricted	NA
12/17/2019	New Issuance	6,583	Common	\$0.15	No	Jessica Goldberg	Debt Conversion	Restricted	NA
12/17/2019	New Issuance	164,572	Common	\$0.16	No	Randy Kimbler	Debt Conversion	Restricted	NA
12/17/2019	New Issuance	130,197	Common	\$0.12	No	Brent Lacy	Debt Conversion	Restricted	NA
5/10/2019	New Issuance	179,871	Common	\$0.12	No	Dylan Deatrich	Debt Conversion	Restricted	NA
1/16/2020	New Issuance	1,431,302	Common	NA	No	Millennial Investments, LLC Len Lovallo	Debt Conversion	Unrestricted	NA
1/22/2020	New Issuance	49,027	Common	\$0.12	No	Ankush Bansal	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	68,032	Common	\$0.12	No	James Dombroski	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	41,890	Common	\$0.18	No	Frank Hendl	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	89,329	Common	\$0.18	No	Greg Delis	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	148,882	Common	\$0.18	No	Mark Dively	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	29,674	Common	\$0.18	No	Steve Kirsche & Martha Kirsche	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	17,805	Common	\$0.18	No	Thomas Woll & Abigail Woll	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	11,911	Common	\$0.18	No	Telemed Concierge, LLC Robert Previte	Debt Conversion	Restricted	NA

1/22/2020	New Issuance	65,185	Common	\$0.16	No	Alex Mompont	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	26,332	Common	\$0.16	No	Chris Townsend	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	13,470	Common	\$0.12	No	Dennae DeCarlo	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	150,908	Common	\$0.23	No	Marianne Herold and David Herold	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	64,418	Common	\$0.17	No	Mary R. Ziko	Debt Conversion	Restricted	NA
1/22/2020	New Issuance	64,757	Common	\$0.17	No	Thomas Crafa	Debt Conversion	Restricted	NA
2/20/2020	New Issuance	1,000,000	Common	\$0.04	No	Paul Cristiano	Debt Conversion	Restricted	NA
2/20/2020	New Issuance	1,000,000	Common	\$0.04	No	Paul Cristiano	Debt Conversion	Restricted	NA
3/24/2020	New Issuance	2,500,000	Common	\$0.04	No	EROP Capital, LLC Vincent Sbarra	Consulting Services	Restricted	NA
4/9/2020	New Issuance	991,155	Common	\$0.01	No	Saeb Jannoun Revocable Trust	Debt Conversion	Unrestricted	NA
9/30/2020	New Issuance	1,160,000	Common	\$0.10	No	Lou Sanzaro	Consulting Services	Restricted	NA
11/9/2020	New Issuance	1,824,087	Common	\$0.0155	No	Millennial Investments, LLC Len Lovallo	Debt Conversion	Unrestricted	NA
12/5/2020	New Issuance	1,494,118	Common	\$0.17	No	Louis Daniels	Debt Conversion	Restricted	NA
2/28/2021	New Issuance	500,000	Common	\$0.02	Yes	Michael Pakula	Consulting Services	Restricted	NA
3/11/2021	New Issuance	1,096,383	Common	\$0.0115	Yes	Millennial Investments, LLC Len Lovallo	Debt Conversion	Unrestricted	144
3/18/2021	New Issuance	2,130,952	Common	\$0.02	Yes	Michael Pakula	Cash	Restricted	NA
3/18/2021	New Issuance	250,000	Common	\$0.02	Yes	Alba Pakula	Cash	Restricted	NA
3/19/2021	New Issuance	3,600,000	Common	\$0.02	Yes	EROP Enterprises, LLC Vincent Sbarra	Debt Conversion	Unrestricted	4(a)(1)
3/24/2021	New Issuance	2,548,783	Common	\$0.0115	Yes	Millennial Investments, LLC Len Lovallo	Debt Conversion	Unrestricted	4(a)(1)
3/26/2021	New Issuance	2,670,000	Common	\$0.10	No	Michael Pakula	Consulting Services	Restricted	NA
3/26/2021	New Issuance	500,000	Common	\$0.10	No	Michael Pakula	Cash	Restricted	NA
3/26/2021	New Issuance	1,000,000	Common	\$0.023	Yes	Michael Pakula	Cash	Restricted	NA

3/30/2021	New Issuance	700,000	Common	\$0.023	Yes	Michael Pakula	Cash	Restricted	NA
4/1/2021	New Issuance	217,274	Common	NA	No	Stockvest Art Brent	Consulting Services	Restricted	NA
4/6/2021	New Issuance	1,500,000	Common	\$0.023	Yes	Michael Pakula	Cash	Restricted	NA
4/13/2021	New Issuance	1,000,000	Common	\$0.023	Yes	Michael Pakula	Cash	Restricted	NA
4/14/2021	New Issuance	1,580,000	Common	\$0.02	Yes	EROP Enterprises, LLC Vincent Sbarra	Debt Conversion	Unrestricted	4(a)(1)
4/21/2021	New Issuance	250,000	Common	\$0.023	Yes	Alba Pakula	Cash	Restricted	NA
5/6/2021	New Issuance	5,198,773	Common	\$0.0115	Yes	Sidney J Lorio Jr & Gloria D Lorio JTWROS	Debt Conversion	Unrestricted	4(a)(1)
5/12/2021	New Issuance	3,223,297	Common	\$0.0155	Yes	GPL Ventures, LLC Alexander Dillon	Debt Conversion	Unrestricted	4(a)(1)
6/23/2021	New Issuance	3,000,000	Common	\$0.01	Yes	Living 360 Saeb Jannoun	Debt Conversion	Unrestricted	4(a)(1)
7/20/2021	New Issuance	770,566	Common	\$0.0115	Yes	Lisa Mannion	Debt Conversion	Unrestricted	Rule 144
9/30/2021	New Issuance	1,000,000	Common	\$0.032	Yes	Michael Pakula	Cash	Restricted	NA
3/18/2022	New Issuance	970,000	Common	\$0.041	Yes	Michael Pakula	Cash	Restricted	NA
3/18/2022	New Issuance	1,019,000	Common	\$0.041	Yes	Michael Pakula	Cash	Restricted	NA
3/18/2022	New Issuance	48,780	Common	\$0.041	Yes	Michael J. Sanzaro	Cash	Restricted	NA
5/9/2022	New Issuance	700,000	Common	\$0.0398	Yes	Michael Pakula	Cash	Restricted	NA
5/24/2022	New Issuance	360,000	Common	\$0.018	Yes	Michael Pakula	Cash	Restricted	NA
5/24/2022	New Issuance	360,000	Common	\$0.018	Yes	Michael Pakula	Cash	Restricted	NA
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>		<u>Ending Balance:</u>							
Date <u>6/30/2022</u>		Common: <u>73,179,342</u>							
		Series B Preferred: <u>1,000</u>							

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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.)
3/1/2016	\$15,989	\$7,500	\$8,489	3/1/2017	50% of LCB over 15 days	Saeb Jannoun	Loan
6/30/2017	\$21,642	\$15,000	\$6,642	6/30/2019	50% of LCB over 15 days	John Morris	Services
6/30/2017	\$15,149	\$10,500	\$4,649	6/30/2019	50% of LCB over 15 days	Brian Tucker	Services
12/14/2017	\$509,530	\$442,133	\$67,397	12/14/2020	50% of LCB over 15 days	Paul Cristiano	Loan
12/30/2017	\$20,934	\$15,000	\$5,934	12/30/2019	50% of LCB over 15 days	John Morris	Services
12/30/2017	\$19,329	\$13,850	\$5,479	12/30/2019	50% of LCB over 15 days	Brian Tucker	Services
12/30/2017	\$20,933	\$15,000	\$5,933	3/31/2020	50% of LCB over 15 days	Brian Tucker	Services
1/24/2018	\$7,029	\$4,000	\$3,029	1/24/2019	50% of LCB over 15 days	Saeb Jannoun	Loan
2/15/2018	\$4,363	\$2,500	\$1,863	2/15/2019	50% of LCB over 15 days	Saeb Jannoun	Loan
01/15/2020	\$342,401	\$332,374	\$10,027	3/18/2019	80% of average of LCB over 5 days	Chuck Petz	Loan
3/31/2018	\$10,289	\$7,500	\$2,789	3/31/2020	50% of LCB over 15 days	John Morris	Services
3/31/2018	\$4,116	\$3,000	\$1,116	3/31/2020	50% of LCB over 15 days	Brian Tucker	Services
5/7/2018	\$1,514	\$1,000	\$514	10/7/2018	50% of LCB over 15 days	Millennial Investments, LLC, Leonard Lovallo	Loan
6/30/2018	\$10,113	\$7,500	\$2,613	6/30/2020	50% of LCB over 15 days	John Morris	Services
6/30/2018	\$4,045	\$3,000	\$1,045	6/30/2020	50% of LCB over 15 days	Brian Tucker	Services
9/30/2018	\$9,935	\$7,500	\$2,435	9/30/2020	50% of LCB over 15 days	John Morris	Services
9/30/2018	\$3,974	\$ 3,000	\$974	9/30/2020	50% of LCB over 15 days	Brian Tucker	Services
11/1/2018	\$468,000	\$450,000	\$18,000	11/1/2022	\$.10 per share	Living 360 Saeb Jannoun	Services
11/1/2018	\$272,465	\$ 324,249	\$36,040	5/15/2019	\$.10 per share	EROP Capital Vince Sbarra	Services
1/2/2019	\$132,818	\$150,000	\$9,648	12/28/2019	Lesser of 70% of LCB or \$.05 per share	JTWROS Sid and Gloria D. Lorio	Loan
3/31/2019	\$7,500	\$7,500	\$0	3/31/2020	50% of LCB over 15 days	D. Bruce Collett	Services
3/31/2019	\$15,000	\$15,000	\$0	3/31/2020	50% of LCB over 15 days	Paul Cristiano	Services

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

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**4) Financial Statements**

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

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

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

- 
- A. Balance sheet;  
B. Statement of income;  
C. Statement of cash flows;  
D. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)  
E. Financial notes; and  
F. Audit letter, if audited

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

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

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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

**Quarterly Report for the period ended June 30, 2022**  
**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

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

	<b>June 30, 2022</b>	<b>March 31, 2022</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 77,153	\$ 112,470
Accounts receivable	343,655	232,397
Prepaid expenses	23,379	23,379
Other current assets	-	-
Total Current Assets	<u>444,187</u>	<u>368,246</u>
 Furniture and equipment, net of accumulated depreciation of \$11,250 and \$11,250 respectively.	 4,119	 4,119
Intangibles, net of accumulated amortization of \$21,668 and \$21,668 respectively.	411,083	411,083
Other assets	<u>210,000</u>	<u>210,000</u>
 <b>TOTAL ASSETS</b>	 <u>\$ 1,069,389</u>	 <u>\$ 993,448</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES:</b>		
Current maturities of convertible notes payable	\$ 1,434,880	\$ 1,434,880
Accounts Payable	42,326	9,275
Accrued interest	232,382	232,382
Current portion of long-term debt	<u>34,852</u>	<u>34,852</u>
Total Current Liabilities	<u>1,744,440</u>	<u>1,711,389</u>
 <b>NONCURRENT LIABILITIES:</b>		
Long-term convertible notes payable	450,000	450,000
Deferred long-term liabilities	1,080,000	1,080,000
Long-term debt	<u>158,833</u>	<u>158,833</u>
Total Noncurrent Liabilities	<u>1,688,833</u>	<u>1,688,833</u>
 <b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$0.001 par value; 1,000 shares authorized, issued and outstanding	1	1
Common stock, \$0.001 par value; 100,000,000 shares authorized; 73,179,342 and 71,759,342 shares issued and outstanding respectively.	73,179	71,759
Additional paid in capital	1,006,605	967,205
Accumulated deficit	<u>(3,443,669)</u>	<u>(3,445,739)</u>
Total Stockholders' Deficit	<u>(2,363,884)</u>	<u>(2,406,774)</u>
 <b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	 <u>\$ 1,069,389</u>	 <u>\$ 993,448</u>

*See accompanying notes to consolidated financial statements.*

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

	<b>Quarter Ended June 30, 2022</b>	<b>Quarter Ended March 31, 2022</b>
<b>REVENUE</b>		
Sales & Services	\$ 147,002	\$ 150,830
<b>Total Revenue</b>	<u>147,002</u>	<u>150,830</u>
<b>COST OF GOODS SOLD</b>	<u>-</u>	<u>-</u>
<b>GROSS INCOME</b>	147,002	150,830
<b>OPERATING EXPENSES</b>		
Selling, general and administrative expenses	144,932	162,768
<b>TOTAL OPERATING EXPENSES</b>	<u>144,932</u>	<u>162,768</u>
<b>NET INCOME (LOSS)</b>	<u>\$ 2,070</u>	<u>\$ (11,938)</u>

*See accompanying notes to consolidated financial statements.*

**NEXTELGENT HOLDINGS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**(Unaudited – Prepared by Management)**

	<b>Quarter Ended June 30, 2022</b>	<b>Quarter Ended March 31, 2022</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income (Loss)	\$ 2,070	\$ (11,938)
Common stock issued for services	-	-
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
Depreciation & Amortization	-	-
(Increase) decrease in:		
Accounts receivable	(111,258)	945
Prepaid expenses and other current assets	-	-
Increase (decrease) in:		
Accounts Payable	33,051	9,275
Accrued interest	-	-
Net cash (used) provided by operating activities	<u>(76,137)</u>	<u>(1,718)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from borrowings	-	-
Repayment of borrowings	-	-
Proceeds from issuance of common stock	40,820	83,549
Loan Proceeds	-	-
Net cash provided by financing activities	<u>40,820</u>	<u>83,549</u>
Net (decrease) increase in cash	(35,317)	81,831
Cash, beginning of period	<u>112,470</u>	<u>30,639</u>
Cash, end of period	<u>\$ 77,153</u>	<u>\$ 112,470</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid for interest	<u>-</u>	<u>-</u>
Cash paid for taxes	<u>-</u>	<u>-</u>

*See accompanying notes to consolidated financial statements.*

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

	<b>Preferred Stock</b>	<b>Common Stock</b>		<b>Additional</b>	<b>Accumulated</b>	<b>Total</b>
		<b>Shares</b>	<b>Amount</b>	<b>Paid in capital</b>	<b>Deficit</b>	<b>Stockholders' Deficit</b>
Balances at June 30, 2018	\$ -	-	\$ -	\$ (823,675)	\$ (267,942)	\$ (1,091,617)
Stock issued for Reverse Merger	1	970,172	970	(520,477)	-	(519,506)
Convertible notes payable and accrued interest	-	6,591,271	6,592	(29,617)	-	(23,025)
Issuance of common stock	-	3,200,000	3,200	316,800	-	320,000
Issuance of common stock for services	-	550,000	550	73,200	-	73,750
Issuance of common stock for acquisition	-	7,000,000	7,000	-	-	7,000
Net Loss	-	-	-	-	(3,012,880)	(3,012,880)
Balances at June 30, 2019	1	18,311,443	18,312	(983,769)	(3,280,822)	(4,246,278)
Convertible notes payable and accrued interest	-	15,674,091	15,674	586,565	-	602,239
Issuance of common stock for acquisition	-	3,000,000	3,000	930,621	-	933,621
Net Loss	-	-	-	-	(81,709)	(81,709)
Balances at December 31, 2020	1	36,985,534	36,986	533,417	(3,362,531)	(2,792,127)
Convertible notes payable and accrued interest	-	31,736,028	31,736	321,276	-	353,012
Issuance of common stock	-	1,000,000	1,000	31,000	-	32,000
Net Loss	-	-	-	-	(71,270)	(71,270)
Balances at December 31, 2021	1	69,721,562	69,722	885,693	(3,433,801)	(2,478,385)
Convertible notes payable and accrued interest	-	-	-	-	-	-
Issuance of common stock	-	3,457,780	3,457	120,912	-	124,369
Net Loss	-	-	-	-	(9,868)	(9,868)
Balances at June 30, 2022	\$ 1	73,179,342	\$ 73,179	\$ 1,006,605	\$ (3,443,669)	\$ (2,363,884)

*See accompanying notes to consolidated financial statements.*

# **Nexteligent Holdings, Inc. and Subsidiaries**

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

### **NOTE 1: ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Principles of consolidation and basis of presentation**

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

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

#### **Fiscal years**

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

#### **Organization**

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

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

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

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

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

Effective October 22, 2018, the Company acquired the assets of Teligent Care, LLC, a Connecticut limited liability company. Effective February 25, 2020, Efftec International, Inc changed its name to Nexteligent Holdings, Inc.

#### **Nature of business**

Nexteligent is a healthcare practice management company and industry aggregator serving healthcare providers with business process optimization, financial management solutions and consulting designed to increase profit and operational efficiency.

As part of its growth strategy, Nexteligent intends to acquire small-to-medium size companies and combines them within the Company's four specialized divisions (NexteliCare, NexteliMed, NexteliFin, NexteliVisory) to unlock their greater potential. Acquired companies deliver solutions that address rising healthcare costs, a growing elder demographic, doctor shortages, brand reputation and marketing, and the need for new technologies to address emergent challenges such as COVID19.

#### **Cash and cash equivalents**

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

#### **Deferred income taxes**

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

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

### **Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Reclassifications**

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

### **Fair value of financial instruments**

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

### **Contingencies**

Certain conditions may exist as of the date financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. Company management and its legal counsel assess such contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a liability has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or if probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable would be disclosed.

## **NOTE 2: CONVERTIBLE NOTES PAYABLE**

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

Pursuant to his employment agreements with the Company, its former CEO Mr. Alex Desousa was issued a series of convertible notes as payment for monthly salaries due in lieu of payment in cash during the period May 1, 2014 through November 1, 2015 in the total amount of \$42,750. The notes carried an interest rate of 7.5% per annum and matured one year from their date of issuance. On November 13, 2015, Mr. Desousa entered into a Note Purchase & Assignment Agreement with Millennial Investments, LLC, wherein the aforementioned notes were assigned to Millennial Investments, LLC.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### **NOTE 3: INCOME TAXES**

The Company has not recorded a deferred tax benefit or expense for the year ended December 31, 2021 as all net deferred tax assets have a full valuation allowance.

### **NOTE 4: STOCKHOLDERS' DEFICIT**

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

#### **Changes in Capital**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## **NOTE 5: ACQUISITIONS**

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

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

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

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## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Nexteligent Holdings, Inc. acquires companies offering financial management solutions, process optimization, technology, and consulting designed to increase profit and efficiency for health and wellness providers. Nexteligent was formally launched in 2019 and is headquartered in New York, NY.

As part of its growth strategy, Nexteligent intends to acquire small-to-medium size companies and combine them within the Company's four specialized divisions (NexteliCare, NexteliMed, NexteliFin, NexteliVisory) to unlock their greater potential.

Our aim is that companies joining Nexteligent: 1) feature outstanding executive management who will continue to run their organization and bring thought leadership and industry expertise to the Nexteligent family, 2) are a strategic fit offering synergies, first-class products and service, and immediate cross selling, and 3) understand the power of interdependence and joining a growing fast track organization where they have access to resources and business development opportunities.

## **Acquisition Growth Strategy**

- In the Q1 2022 filing, Nexteligent reported that it was negotiating the acquisition of three companies.
- As of this Q2 2022 filing, Nexteligent has now finalized and signed its Asset Purchase Agreement for Innovative Medical Solutions Experts ("IMS"), a national distributor of Durable Medical Equipment headquartered in Texas. Under the terms of the Asset Purchase Agreement ("APA"), Nexteligent is paying (i) cash of \$5,200,000 of which \$4,200,000 is paid at the closing of the transaction and the balance is being paid in the form of a promissory note of two annual installments on the anniversary date of the APA of \$500,000 each and bearing simple interest of 6% per annum and (ii) 1,800,000 shares of Series C preferred stock which is non-voting and converts at a conversion price equal to the 30-day average closing price of Nexteligent's common stock prior to the date of the conversion request. The current executives of IMS, Craig Welch and Parker Welch, will join as President and CEO and Director of Operations, respectively, of Nexteligent's new wholly owned subsidiary, to be named IMS Experts, Inc.

- Nextelgent continues its ongoing work with Corporate Finance Associates Worldwide (CFAW) which supports Nextelgent with target identification, contract negotiations, due diligence, and funding.
- The Nextelgent Executive Team plans to continue executing its acquisition growth strategy with the aim of achieving collective annualized revenues of \$100,000,000 through a first phase of acquisitions spanning both small and mid-sized companies.

## **Investor Relations and Communications**

- Nextelgent announced in August of 2021 that it had entered into an agreement with 2Watchmen to manage and execute Nextelgent's stock buyback initiative. The Company has terminated its relationship with 2Watchmen for performance reasons.
- Nextelgent remains committed to initiating its stock buyback program in concert with completion of its 2022 acquisitions.
- The Company also remains committed to up listing to the OTCQX and as previously noted Nextelgent will be working with PCAOB auditor MahoneySabol to complete its audit process, a listing requirement for joining the OTCQX.
- Nextelgent Executive Management have decades of experience at Fortune 500 companies including MasterCard International, Aon, Marsh & McLennan, Centene, Willis, and more. Our intent for communications is to emulate the best practices of esteemed companies. We are committed to disseminating press releases and announcements that will be meaningful to our shareholders as well as our employees, clients, and investors.

## **Organizational Design**

- Through its four specialized divisions, the Company is designed to deliver services and products that include revenue cycle management, preventative wellness and chronic care management, telemedicine and healthcare IT, and consulting services and marketing to healthcare providers spanning hospitals, clinics, doctors, home healthcare providers, labs, and skilled nursing and assisted living facilities.
- Each company that joins the Nextelgent family maintains its operating structure, management team and workforce. Nextelgent Corporate works to achieve economies of scale, efficiencies, and cross selling opportunities.
- Nextelgent's organizational structure currently includes a Board of Directors that includes Majid Pishyar, Chairman; Paul Cristiano, Vice Chairman and CEO of Nextelgent Holdings, Inc.; Raymond Pomante, President and COO Nextelgent Holdings, Inc., and; Amin Pishyar, Outside Director.
- The Company announced on November 5th, 2021, the addition of Brian Wilcox as Corporate Controller with responsibilities for financial reporting and analysis, and for creating and managing accounting activities and systems that underpin Nextelgent's corporate growth initiatives including acquisitions and up listing to the OTCQX.
- The Company will feature an Operating Committee comprised of senior executives from each acquired operating entity to address strategic planning, service and product innovation, cross selling, acquisition identification, financial review, and progress against plan.
- In concert with OTCQX up listing requirements, the Company also intends to expand its Board of Directors.

## **Additional Capital Requirements**

- In the near term, Nextelgent expects to begin a period of strategic expansion to fulfill its business objectives requiring additional capital from new and existing sources.
- The Company intends to keep our existing and potential stockholders apprised of new business developments by building and implementing a public relations policy that includes quarterly stockholder communications and brand building.
- The Company has taken preliminary steps to list its common stock on the OTCQX Market, starting with a detailed audit conducted by a PCAOB accredited accounting firm and a review of the Company's public disclosure and corporate structure by legal professionals with substantial public company experience.
- The OTCQX the highest market tier of OTC Markets, requiring PCAOB audited financial statements and filing with the Securities and Exchange Commission (the "Commission") as a reporting company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with enhanced disclosure requirements and greater market liquidity.

## **Risk Factors**

### **Capital Structure Risks**

- Through the audit process now underway, the Company and its advisors are assessing potential weaknesses in the Company's capital structure, such as potentially dilutive convertible instruments that originated with the

Nexteligent's predecessor company, Efftec International, Inc., and that are potentially dilutive to Nexteligent stockholders.

- Additionally, the Company is specifically examining service contracts to determine any irregularities in stock awards and whether contracts were fulfilled.
- Until Nexteligent completes its assessment, the Company's intends to suspend conversions of all convertible instruments.
- The Company will need to continue to look for vulnerabilities in its capital structure.
- The Company intends to strengthen its capital structure by examining, adjusting, and eliminating vagaries that have surfaced through the audit process and are related to the reverse merger of October 22, 2018. Management believes this will have a material effect on Nexteligent Stockholder Equity and Consolidated Balance Sheet.

### **Acquisition Strategy Risks**

- In each acquisition, there are inherent risks which include potential loss of key accounts, migration of key staff, transactional friction in transferring backroom activities such as banking, payroll, financial reporting and the like into a centralized approach.
- Acquisition activities require substantial amounts of management time, costs, and distractions from normal operations. Even after significant expenditures of time, effort and capital, a potential acquisition may not be consummated for a variety of reasons.
- Nexteligent aims to mitigate risks in its acquisition growth strategy by applying a careful selection process for considering an acquisition target. Pre-requisites include strong management team, outstanding workforce, diversified client base, and strong revenue and net cash flow.
- Completing an acquisition relies upon successful due diligence, executed in concert with our acquisition partner, Corporate Finance Associates Worldwide, along with legal and accounting oversight.
- Reasons for not continuing any targeted acquisition include: inconclusive financial analysis, discrepancies in documentation collected, potential account jeopardy, and non-commitment of key personnel.

### **Management Risks**

- Nexteligent depends on having accomplished leadership in place to manage and grow its operations and is focused on retaining and attracting the talent required for successful operations. Nexteligent leadership is experienced in developing and managing high performance workforce, revenue growth initiatives, practice group specialization, product ideation, cross selling, and mergers and acquisitions which encompass their previous roles as corporate executives at multinational corporations and as entrepreneurs who have developed and launched start-up organizations.
- Nexteligent mitigates workforce risks by focusing on building a best-in-class culture that recognizes and rewards achievement and builds pre-eminence. The Company's CEO has extensive experience in vision setting, branding, employee engagement and in developing high performance culture.
- The Company is dedicated to maintaining a lean corporate structure at the holding level and intends to hire and promote existing talent from within acquired companies as new corporate roles are identified through the Company's continuing expansion.
- The executive team has deep experience and institutional knowledge around building and maintaining a high-performance culture.

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

None

C. Describe the issuers' principal products or services.

Revenue Cycle Management (Billing, Coding, Denials Recovery, Training), Preventative Wellness (Chronic Care Management, Transitional Care Management, Remote Patient Monitoring), Telemedicine (Telemedicine Healthcare IT Platforms), Consulting and Advisory Services.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

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

## 7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director 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
Majid Pishyar	Chairman	New York, NY	3,200,000	Common	4.38%	---
Paul Cristiano	Chief Executive Officer, Director	Mount Kisco, NY	3,932,000 1,000	Common Preferred B <sup>1</sup>	5.38% 100%	---
Louis Sanzaro	Consultant	Wethersfield, CT	3,092,000	Common	4.23%	---
Amin Pishyar	Non-Executive Director	New York, NY	---	---	---	---
Raymond Pomante	Chief Operating Officer, Director	West Chester, PA	---	---	---	---
Michael Pakula	5% Owner	New York, NY	12,989,952	Common	19.70%	---
Sidney J Lorio & Gloria D. Lorio JTWROS	5% Owner	Bedford, TX	5,198,773	Common	7.11%	---

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent

jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

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

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

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Ernest M. Stern, Esq.  
Firm: Culhane Meadows PLLC  
Address 1: 1701 Pennsylvania Avenue N.W. Suite 200  
Address 2: Washington, DC 20006  
Phone: (301) 910-2030  
Email: [estern@cm.law](mailto:estern@cm.law)

### Accountant or Auditor

Name: James Mahoney, CPA  
Firm: Mahoney Sabol & Company, LLP  
Address 1: 180 Glastonbury Blvd.  
Address 2: Glastonbury, CT 06033  
Phone: (860) 541-2000  
Email: [jmahoney@mahoneysabol.com](mailto:jmahoney@mahoneysabol.com)

### Investor Relations

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

#### Other Service Providers

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

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

#### **10) Issuer Certification**

##### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format

below: I, Paul Cristiano certify that:

- a. I have reviewed this quarterly disclosure statement of June 30, 2022;
- b. 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
- c. 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.

August 11, 2022

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