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Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BLOCKHOLD CAPITAL CORPORATION

429 W. Plumb Lane
Reno, NV 89509
(775)476-2072
www.telecareholdings.com
info@telecareholdings.com
8748

Quarterly Report
For the Period Ending: September 30, 2022
(the "Reporting Period")

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

6,197,774

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

6,197,774

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

6,197,774

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 Control¹ of the company has occurred over this reporting period:

¹ "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.

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Yes: ☐ No: ☒

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

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

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

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):

Nevada, active

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 Company signed an Asset Purchase Agreement of Blue Sky Assets on December 28, 2020. Blue Sky Home Partners is an LLC and the agreement calls for Blockhold to purchase these assets for the exchange of 250,000 shares of its common stock. These shares were issued March 31, 2021. Certain other conditions are set forth in the agreement that effectuate the closing of this transaction. This acquisition was completed July 1, 2021. This Asset Purchase was rescinded and reversed back to the date of closing as it never occurred.

The Company signed an Asset Purchase Agreement of Virtual Clinic Assets on March 18, 2021. Virtual Clinic is an LLC and the agreement calls for Blockhold to purchase these assets for the exchange of 600,000 shares of its common stock. These shares were issued March 31, 2021. Certain other conditions are set forth in the agreement that effectuate the closing of this transaction. This acquisition was completed July 1, 2021.

None

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

429 W. Plumb, Reno, NV, 89509

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:

N/A

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2) Security Information

Trading symbol: BHLD
 Exact title and class of securities outstanding: Common
 CUSIP: 09369Y101
 Par or stated value: \$.001
 Total shares authorized: 75,000,000 as of date: September 30, 2022
 Total shares outstanding: 6,197,774 as of date: September 30, 2022
 Number of shares in the Public Float²: 745,970 as of date: September 30, 2022
 Total number of shareholders of record: 89 as of date: September 30, 2022

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

Trading symbol: NA
 Exact title and class of securities outstanding:
 CUSIP:
 Par or stated value:
 Total shares authorized: _____ as of date:
 Total shares outstanding: _____ as of date:

Transfer Agent

Name: Action Stock Transfer
 Phone: (801)274-1088
 Email: jb@actionstocktransfer.com
 Address: 2469 E. Ft. Union Blvd, #214, Salt Lake, City, UT, 84121

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

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: ☒

² "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.

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

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Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/20</u> Common: <u>5,001,374</u> Preferred:			*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.
03/31/2021	New Issuance	250,000	Common	.50/share	No	Paula Robinson	Acquisition	Restricted	4(a)(2)
12/31/2021(1)	Cancellation	(250,000)	Common	\$.50/share	No	Paula Robinson	Rescind Acquisition	Restricted	4(a)(2)
03/31/2021	New Issuance	270,000	Common	.50/share	No	Tony Brown	Acquisition	Restricted	4(a)(2)
03/31/2021	New Issuance	330,000	Common	.50/share	No	Kayur Patel	Acquisition	Restricted	4(a)(2)
03/31/2021	New Issuance	10,800	Common	.50/share	No	Jeffrey Holland	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	32,400	Common	.50/share	No	Moms Helping Hands/Nadine Goya	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	12,600	Common	.50/share	No	Shogun Investments/ Greg Goya	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	11,400	Common	.50/share	No	Phillip Jones	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	20,000	Common	.50/share	No	Yohannes Negga	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	50,000	Common	.50/share	No	Daniel Ni	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	20,000	Common	.50/share	No	Libert Tong	Investment	Restricted	4(a)(2)

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03/31/2021	New Issuance	16,000	Common	.50/share	No	Esther Sawdaye	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	50,000	Common	.50/share	No	John L. Suprock	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	230,000	Common	.50/share	No	John L. Suprock and Laurie L. Suprock	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	50,000	Common	.50/share	No	Kelly M. Suprock	Investment	Restricted	4(a)(2)
03/31/2021	New Issuance	4,000	Common	.50/share	No	Andre Todd	Investment	Restricted	4(a)(2)
09/28/2021	New Issuance	50,000	Common	.50/share	No	John L. Suprock and Laurie L. Suprock	Investment	Restricted	4(a)(2)
09/28/2021	New Issuance	35,000	Common	\$1/share	No	Tony Brown	Exercise Option	Restricted	4(a)(2)
09/28/2021	New Issuance	4,200	Common	\$.50/share	No	Ashley Sawdaye	Convert Debt	Restricted	4(a)(2)

Shares Outstanding as of Second Most Recent Fiscal Year End:

Opening Balance

Date 09/30/22

Common: 6,197,774

Preferred:

*Right-click the rows below and select "Insert" to add rows as needed.

- The shares issued on March 31, 2021 were cancelled when the transaction for the acquisition was rescinded. This transaction was sunset as if it never happened.

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.)

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)⁴:

Name: Fred Schiemann
 Title: CPA
 Relationship to Issuer: Accountant

The following documents are included as part of a separate Disclosure document.

Financial Statements of the Company as of September 30, 2022 and December 31, 2021 and for the Three and Nine Months Ended September 30, 2022 and 2021 are incorporated by reference, filed on November 16, 2022 under "Quarterly Report-Quarterly Report Financial Statements for Quarter ending September 30, 2022" :

- Balance Sheets;
- Statements of Operations;
- Statements of Cash Flows;
- Statements of Stockholders' Equity
- Notes to Financial Statements

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. BlockHold Capital Corporation d/b/a TeleCare Holdings, Inc. provides products and services for the healthcare industry. The Company will utilize its social media expertise to increase membership on its existing customer base as well as create new sites providing its services for Military Veterans, African American churches, and also the Underserved and Rural Communities. Some of Blockhold's sites are *telecareholdings.com*, *virtualclinic.md*, *iamproudofmykids.com*, and *televeteran.com* effective July 1, 2021.
- B. The Company has acquired after the period presented in this disclosure document for the period ended September 30, 2022, the rights of distributorship of certain medical care products. The Company will pay 100,000 shares for the transfer of the distributorship. The seller will keep 95% of their existing revenues (the Company gets 5%). The Seller will receive a 5% success fee paid in common stock (up to 480,000 shares) of Net Revenues from this product. The monthly cash component is scaling (but also subject to the Definitive Agreement). The Company signed the Definitive Agreement on November 1, 2022.
- C. Please list any subsidiaries, parents, or affiliated companies.
 Products and services are provided through its wholly-owned subsidiary, Virtual Clinic (telehealth) effective July 1, 2021.

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

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D. Describe the issuers' principal products or services.

Home healthcare for elderly/need. Telehealth services providing wholesale bio lab reports including blood reports, patient portal, and analytics effective July 1, 2021.

6) Issuer's Facilities

The Company does not own any real property. It maintains a corporate office of approximately 200 square feet on a month to month basis in Reno, which was being utilized everyday prior to Covid, it is now being used once a week. Currently the Company believes that this is sufficient space for now.

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Tony Brown</u>	<u>President/Dir</u>	<u>Reno, NV</u>	<u>305,000</u>	<u>Common</u>	<u>4.9%</u>	
<u>Calvin Wong(1)</u>	<u>Secretary/Dir</u>	<u>Reno, NV</u>	<u>1,894,093(1)</u>	<u>Common</u>	<u>30.6%</u>	
<u>Robert Schlegel</u>	<u>VP/Dir</u>	<u>Reno, NV</u>	<u>74,400</u>	<u>Common</u>	<u>1.2%</u>	
<u>Ed Wong(2)</u>	<u>VP of Corporate Development</u>	<u>Reno, NV</u>	<u>808,391(2)</u>	<u>Common</u>	<u>13.0%</u>	
<u>Kayur Patel</u>	<u>Chief Medical Officer</u>	<u>Reno, NV</u>	<u>330,000</u>	<u>Common</u>	<u>5.3%</u>	
<u>Ashley Sawdaye</u>	<u>Director/Former President</u>	<u>Reno, NV</u>	<u>8,400</u>	<u>Common</u>	<u>.14%</u>	
<u>Trent Gunter</u>	<u>Director</u>	<u>Reno, NV</u>	<u>0</u>		<u>0</u>	

(1) Calvin Wong owns 903,500 shares directly and 990,593 shares through attribution by his ownership of 49% of IceLounge Media that owns 2,021,619 shares of the company's common stock.

(2) Ed Wong owns 275,000 shares directly and 363,891 shares through attribution by his ownership of 18% of IceLounge Media that owns 2,021,619 shares of the company's common stock. Additionally, Ed Wong owns 107,000 shares by attribution by his ownership of 80% WB Capital, Inc. that owns 133,750 of the company's common stock. Mr. Wong's wife owns 62,500 shares of the company's common stock.

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

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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.

None

9) Third Party Providers

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

Securities Counsel

Name: Thomas Cook
Firm:
Address 1: 10470 W. Cheyenne Ave. #115 PMB 303
Address 2: Las Vegas, NV, 89129
Phone: (702)524-9151
Email: tccesq@aol.com

Accountant or Auditor

Name: Kristopher Heaton
Firm: Pinnacle Accounting Group of Utah
Address 1: 1438 N. Hwy 89 #120
Address 2: Farmingdale, UT, 84025
Phone: (801)447-9572
Email: kris@heatoncpas.com

Investor Relations

Name: None

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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: Fred V. Schiemann, CPA
Firm: Fred V. Schiemann, CPA
Nature of Services: Accounting
Address 1: 429 W. Plumb Lane, Reno, NV 89509
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, Ashley Sawdaye certify that:

1. I have reviewed this quarterly disclosure statement of BlockHold Capital Corporation;
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.

____ November 16, 2022

____ /s/ ASHLEY SAWDAYE

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

Principal Financial Officer:

I, Calvin Wong certify that:

1. I have reviewed this quarterly disclosure statement of BlockHold Capital Corporation;

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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.

____ November 16, 2022

____ /s/CALVIN WONG

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