BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARY

Consolidated Financial Statements as of September 30, 2022 and December 31, 2021and the Nine Months Ended September 30, 2022 and 2021

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

TABLE OF CONTENTS

Consolidated Balance Sheets
September 30, 2022 and December 31, 2021
(Unaudited)

	September 30, 2022	December 31, 2021
ASSETS		
Current Assets		
Cash	$ 310,492	$ 18,935
Total Current Assets	310,492	18,935
Property, Plant and Equipment, net	29,166	32,667
Total Assets	$ 339,658	$ 51,602
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities		
Accounts payable and accrued expenses	$ 100,212	$ 73,653
Deposits from customers	10,141	28,164
Due to related parties	847,092	848,569
Deposits from investors	430,000	-
Total Current Liabilities	1,387,445	950,386
Total Liabilities	1,387,445	950,386
Commitments and contingencies	-	-
Stockholders (Deficit)		
Common stock, $.001 par value, 75,000,000 shares authorized; 6,197,774 shares issued and outstanding at September 30, 2022 and December 31, 2021	6,198	6,198
Additional paid-in capital	1,846,509	1,826,509
Accumulated (Deficit)	(2,900,494)	(2,731,491)
Total Stockholders' (Deficit)	(1,047,787)	(898,784)
Total Liabilities and Stockholders' (Deficit)	$ 339,658	$ 51,602

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

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenues, net	$ 93,425	$ 126,269	$ 292,712	$ 126,269
Operating Expenses				
Depreciation	1,167	1,167	3,501	1,167
Cost of revenues	54,024	58,552	170,170	58,552
General and administrative	88,071	94,518	287,578	211,452
Total operating expenses	143,262	154,237	461,249	271,171
(Loss) before other expenses	(49,837)	(27,968)	(168,537)	(144,902)
Other (expense)				
Impairment of goodwill	-	(203,084)	-	(203,084)
Interest (expense)	(97)	(100)	(466)	(372)
Total other (expense)	(97)	(203,184)	(466)	(203,456)
(Loss) before income taxes	(49,934)	(231,152)	(169,003)	(348,358)
Income taxes	-	-	-	-
Net (loss)	$ (49,934)	$ (231,152)	$ (169,003)	$ (348,358)
(Loss) per share-Basic and diluted	$ (0.01)	$ (0.04)	$ (0.03)	$ (0.06)
Weighted average shares outstanding				
Basic and diluted	6,197,774	6,378,995	6,197,774	5,922,978

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

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Stockholders' (Deficit)
For the Three and Nine Months Ended September 30, 2022 and 2021
(Unaudited)

	Common Stock		Additional Paid-in	Accumulated	Stockholders'
	Shares	Amount	Capital	(Deficit)	(Deficit)
Balance-January 1, 2021	5,001,374	$ 5,001	$ 1,097,006	$ (1,948,989)	$ (846,982)
Common stock issued for cash	507,200	507	253,093	-	253,600
Common stock issued for asset acquisition	600,000	600	299,400	-	300,000
Net(loss) for the three months ended March 31, 2021	-	-	-	(57,033)	(57,033)
Balance-March 31, 2021	6,108,574	6,108	1,649,499	(2,006,022)	(350,415)
Net(loss) for the three months ended June 30, 2021	-	-	-	(60,173)	(60,173)
Balance-June 30, 2021	6,108,574	6,108	1,649,499	(2,066,195)	(410,588)
Common stock issued for cash	85,000	85	59,915	-	60,000
Common stock issued for debt	4,200	5	2,095	-	2,100
Net(loss) for the three months ended September 30, 2021	-	-	-	(231,152)	(231,152)
Balance-September 30, 2021	6,197,774	$ 6,198	$ 1,711,509	$ (2,297,347)	$ (579,640)

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

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Stockholders' (Deficit)
For the Three and Nine Months Ended September 30, 2022 and 2021
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Shares	Amount			
Balance-January 1, 2022	6,197,774	$ 6,198	$ 1,826,509	$ (2,731,491)	$ (898,784)
Net(loss) for the three months ended March 31, 2022	-	-	-	(73,311)	(73,311)
Balance-March 31, 2022	6,197,774	6,198	1,826,509	(2,804,802)	(972,095)
Increase from issuance of stock options	-	-	20,000	-	20,000
Net (loss) for the three months ended June 30, 2022	-	-	-	(45,758)	(45,758)
Balance-June 30, 2022	6,197,774	6,198	1,846,509	(2,850,560)	(997,853)
Net (loss) for the three months ended September 30, 2022	-	-	-	(49,934)	(49,934)
Balance-September 30, 2022	6,197,774	$ 6,198	$ 1,846,509	$ (2,900,494)	$ (1,047,787)

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

BLOCKHOLD CAPITAL CORPORATION
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	$ (169,003)	$ (348,358)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	3,501	1,167
Impairment of assets	-	203,084
Compensation expense from stock options issued	20,000	-
(Increase) in goodwill	-	(301,980)
Issuance of shares for debt-Related party	-	2,100
Changes in assets and liabilities:		
(Increase) in accounts receivable	-	(4,455)
Increase in accounts payable and accrued expenses	26,559	56,996
(Decrease)/increase in deposits due to customers	(18,023)	17,160
(Decrease)/increase in liabilities to related parties	(1,477)	192,778
Net cash (used) in operating activities	(138,443)	(181,508)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	-	(35,000)
Net cash used in investing activities	-	(35,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in deposits from investors	430,000	-
Proceeds from sale of common stock	-	313,600
Net cash provided by financing activities	430,000	313,600
Net increase in cash	291,557	97,092
CASH AT BEGINNING PERIOD	18,935	1,048
CASH AT END OF PERIOD	$ 310,492	$ 98,140
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ 460	$ 372
Cash paid for income taxes	$ -	$ -
Additional paid-in capital from stock options	$ 20,000	$ -
Deposits paid for by issuance of common stock	$ -	$ 425,000

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

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2022 and December 31, 2021
(Unaudited)

NOTE 1: THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

The Company was Moms Online, Inc. ("Moms Online"), a Nevada corporation incorporated on October 1, 2010 as an early stage, emerging growth company. Moms Online, Inc. was formed as a wholly owned subsidiary of Ice Lounge Media, Inc. ("ICE") to hold, create, collect and adapt social media site aimed at mothers "moms."

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

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

On March 12, 2018, the Company entered into a share exchange agreement with BlockHold Capital, Inc. ("BlockHold") whereby the Company acquired all the shares of BlockHold and issued 28,000,000 shares of the Company to the BlockHold shareholders representing approximately 85% of the outstanding shares of the Company. To properly disclose the details of the transaction the Company filed a Form 8-K statement on March 16, 2018. The Company also filed Form SC 14F1 Information of change in directors on March 23, 2018.

The Company's Board of Directors approved a change of its name to Blockhold Capital Corporation that was effective on April 17, 2018 to better reflect the focus of its business activities in the development of blockchain related solutions. Both the CUSIP number and the trading symbol for the common stock of the company were changed.

The Company on August 30, 2019 entered into a Settlement Agreement to rescind the above agreement. The shares issued were returned to Treasury, certain releases were entered into, there was a change in directors and $52,250 was paid to the above parties. The Settlement Agreement transaction returned everything to the original status of the Company before the share exchange. Additionally, the Company paid $20,000 in attorney fees. A litigation loss was recorded in 2019 in the amount of $72,250 which represented the above amounts paid regarding this matter. The name has not been changed to its old name or another name at this point in time.

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

The Company acquired two companies on July 1, 2021, Virtual Clinic, LLC and Blue Sky, LLC. The Company originally issued 850,000 shares of its common stock valued at $.50 per share. The acquisition of Blue Sky, LLC was rescinded on March 31, 2022 and has been reversed as the transaction never occurred. The shares issued of 250,000 have been cancelled and returned to the treasury of the Company. The remaining two companies are currently being audited and Blockhold allocated the purchase price to the assets and liabilities acquired with the balance being allocated to goodwill. The Company has entered into the business of Tele-Health and Home Healthcare.

Basis of Presentation

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

Principles of Consolidation

The consolidated financial statements include the accounts of Blockhold Capital Corporation and its wholly-owned Subsidiary Virtual Clinic, LLC. All intercompany transactions are eliminated in consolidation.

Fair Value of Financial Instruments

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

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

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

Use of Management's Estimates

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

Revenue Recognition

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

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

Advertising

Advertising costs are expensed as incurred. Advertising expenses for the nine months ended September 30, 2022 and 2021 was $0

Long-lived Assets

Long-lived assets are stated at cost. Maintenance and repairs are expensed as incurred. Depreciation is determined using the straight-line method over the estimated useful lives of the assets, which is five years.

Where an impairment of a property's value is determined to be other than temporary, impairment for the estimated potential loss is recorded to adjust the property to its net realizable value.

When items of building or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in the results of operations. The Company does not have any long-lived tangible assets, which are considered impaired as of September 30, 2022.

The Company applies the provisions of ASC 360-10, *Property, Plant and Equipment,* where applicable to all long-lived assets. ASC 360-10 addresses accounting and reporting for impairment and disposal of long-lived assets. The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with ASC 360-10. ASC 360-10 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

Intangibles with Finite Lives

The Company applies the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360-10, *Property, Plant and Equipment,* where applicable to all long-lived assets. FASB ASC 360-10 addresses accounting and reporting for impairment and disposal of long-lived assets. The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with FASB ASC 360-10. FASB ASC 360-10 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

The Company does not amortize any intangible assets with finite lives.

Goodwill and intangible assets are reviewed for potential impairment whenever events or circumstances indicate that their carrying amounts may not be recoverable. Management impaired goodwill at December 31, 2021 in the amount of $390,469. Management determined no impairment adjustment related to any intangibles was necessary at September 30, 2022.

Stock-Based Compensation

The Company accounts for the issuance of stock, stock options, stock warrants and other share-based payment arrangements in accordance with the provisions of ASC 718-10. We measure compensation costs related to our share-based payment transactions at fair value on the grant date and recognize those costs in the financial statements over the vesting period during which the employee provides service in exchange for the grant.

The Company accounted for stock compensation arrangements with non-employees in accordance with ASC 505-50-30-11, until January 1, 2019, which provides that an issuer shall measure the fair value of the equity instruments in these transactions using the stock price and other measurement assumptions as of the earlier of the following dates, referred to as the measurement date:

i. The date at which a commitment for performance by the counterparty to earn the equity instruments is reached (a performance commitment); and

ii. The date at which the counterparty's performance is complete.

As of January 1, 2019, the Company accounted for stock compensation arrangements with non-employees in accordance with Accounting Standard Update (ASU) 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting,* which requires that such equity instruments are recorded at the value on the grant date.

Emerging Growth Company Critical Accounting Policy Disclosure

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

Income Taxes

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

The Company's operations have not changed significantly compared to prior years. The Company's tax position taken in prior years for deferred income taxes has been provided by temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. To the extent allowed by GAAP, we provide valuation allowances against the deferred tax assets for amounts when the realization is uncertain. Management reviews these items regularly in light of changes in tax laws and court rulings at both federal and state levels.

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

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

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

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if, if any.

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

Segments

The Company operates in several business segments, namely the businesses of (1) Telehealth and (2) Home Healthcare.

Recent Accounting Pronouncements

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

NOTE 2: GOING CONCERN

As shown in the accompanying consolidated financial statements, we have incurred losses in each year since inception and have a working capital deficit of $1,047,787 as of September 30, 2022. These conditions raise substantial doubt as to our ability to continue as a going concern. In response to these conditions, we may raise additional capital through the sale of equity securities, through an offering of debt securities or through borrowings from financial institutions or individuals. The consolidated financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

NOTE 3: ACQUISITION

Effective July 1, 2021, Blockhold acquired all membership interests in Virtual Clinic, LLC (“VCLLC”).
The purchase price for the acquisition of VCLLC was the issuance of 600,000 shares of the Company’s common stock at $.50 per share and the assumption of the net liabilities of BSLLC.

The allocation of the purchase price and the estimated fair market values of the assets acquired and liabilities assumed are shown below.

Cash	$	22,425
Fixed assets		35,000
Total assets acquired		57,425
Accounts payable and accrued expenses		30,785
Deposits by customers		17,109
Advances		100,000
Total liabilities assumed		147,894
Net liabilities assumed		(90,469)
Purchase price		300,000
Total purchase price assigned to goodwill	$	390,469

NOTE 4 – PROPERTY AND EQUIPMENT

At September 30, 2022 and December 31, 2021, property and equipment consisted of the following:

	Useful Lives	September 30, 2022	December 31, 2021
Equipment	5	$35,000	$ 35,000
Less: accumulated depreciation		(5,834)	(2,333)
		$ 29,166	$32,667

Depreciation expense was $3,501and $2,333 for the nine months ended September 30, 2022 and 2021.

NOTE 5: RELATED PARTY TRANSACTIONS AND RELATIONSHIPS

Related parties

The Company licenses its technology platform from ILMI, under an Agreement which calls for an automatic 12-month renewal each year on October 1, and a monthly payment of $4,167. During the nine months ended September 30, 2022, the Company accrued $37,503 in platform license expense due to ILMI and they also paid certain expenses directly. The Company paid back $33,000 against the loans made by ILMI during the nine months ended September 30, 2022. The Company owes ILMI $469,445atSeptember 30, 2022.

WB Capital, a related party with common principal ownership, provides Merger & Acquisition and project management services to the Company as a consultant. There is no written agreement governing the relationship. The Company accrued $2,500 a month for these services. The Company paid WB Capital $12,500 during the nine months ended September 30, 2022. The Company also owes the President of WB Capital $63,547 for advances made on behalf of the Company. The Company owed WB Capital and the President of the Company $271,547atSeptember 30, 2022.

During the year ended December 31, 2020, the Company entered into a service contract with one of the officers of the Company. The contract began February 1, 2020 and called for $5,000 a month for his services. The Company paid $9,000 against this contract leaving a balance due at December 31, 2020 of $46,000. During the year ended December 31, 2021, the Company accrued the balance of $5,000 owed on the old contract and $33,000 on the new contract that calls for $3,000 a month for his services. The Company accrued the final $3,000 on the contract in the quarter ended March 31, 2022.AtSeptember 30, 2022, the Company owes $87,000 on the contract.

The Company owed $4,200 to an officer of the Company for expenses paid by the officer for the benefit of the Company. The Company paid $2,100 of the obligation by issuing 4,200 shares of its Common Stock at $.50 per share.

The Company owes at September 30, 2022$15,000 to one of the members of the LLC acquired. At the acquisition of the Subsidiary, the Company acquired debt in total of $100,000 to two of the members and it has paid $85,000 against this liability.

The Company entered into a service contract in 2021 with a new Officer and Director of the Company. The Company had accrued $12,000 on this contract for $2,000 a month at December 31, 2021. The Company accrued an additional $18,000 for the nine months ended September 30, 2022 and paid $28,000 against this contract during the nine months ended September 30, 2022. The Company owes this Officer and Director of the Subsidiary $2,000 at September 30, 2022.

As of September 30, 2022, the total amount due to ILMI and other related parties and WB Capital was $847,092. The amounts are due on demand and bear no interest.

NOTE 6: PROVISION FOR INCOME TAXES

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry-forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

.

BLOCKHOLD CAPITAL CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2022 and December 31, 2021
(Unaudited)

We classify interest and penalties arising from the underpayment of income taxes in the statement of income under general and administrative expenses. As of September 30, 2022, we had no accrued interest or penalties related to uncertain tax positions. The tax years 2021, 2020 and 2019 federal return remains open to examination

The provision (benefit) for income taxes for the nine months ended September 30,2022consists of the following:

	2022
Federal:	
Current	$ -
Deferred	-
	$ -

Net deferred tax assets consist of the following components as of September 30, 2022:

		2022
Deferred tax assets:		
NOL Carryover	$	431,215
Related Party Accruals		177,889
Valuation Allowance		(609,104)
Net deferred tax asset	$	-

The income tax provision differs from the amount on income tax determined by applying the U.S. federal income tax rate of 21% to pretax income from continuing operations for the nine months ended September 30, 2022 due to the following:

		2022
Income tax (benefit) expense	$	(35,491)
Increase in valuation allowance		35,491
Provision for income taxes	$	-

At September 30, 2022, the Company had net operating loss carry-forwards of approximately $2,900,494 that may be offset against future taxable income. No tax benefit has been reported in the September 30, 2022 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry-forwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry-forwards may be limited as to use in future years.

NOTE 7: DEPOSITS FROM INVESTORS

The Company had received from various investors $71,600 at December 31, 2020 and $182,000 during the year ended December 31, 2021, under Subscription Agreements to buy common stock at $.50 per share. During the year ended December 31, 2021 the Company issued 557,200 shares of its common stock.

The Company during the nine months ended September 30, 2022 received $430,000 for the purchase of 430,000 shares at $1.00 per share of the Company's common stock from an investor under a Subscription Agreement and it hasn't issued the shares of common stock as of September 30, 2022.

NOTE 8: EQUITY

Common stock

The Company issued 250,000 shares of its common stock for the acquisition of Blue Sky, LLC in the quarter ended March 31, 2021 at $.50 per share, or $125,000. This acquisition was rescinded on March 31, 2022 and it has been retroactively reflected as it never occurred.

The Company issued 600,000 shares of its common stock for the acquisition of Virtual Clinic, LLC in the quarter ended March 31, 2021 at $.50 per share, or $300,000.

The Company issued 35,000 shares of its common stock for cash in the quarter ended September 30, 2021 at $1.00 per share, or $35,000. These shares were bought through a stock option agreement as described below.

The Company issued 4,200 shares of its common stock for $2,100 of accounts payable in the quarter ended September 30, 2021, or $.50 per share.

The authorized capital stock of the Company consists of 75,000,000 shares of Common stock, par value $.001 per share, of which 6,197,774 were outstanding as of September 30, 2022 and December 31, 2021.

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

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

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

Stock Option Plan

The Company has entered into Stock Option Agreements with four of the outside consultants. The options are nonqualified and vest ratably over a two-year period. The exercise price is $1.00 per share and 270,000 options have been granted.

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

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

The Company recorded an expense of $20,000 for the options granted for the nine months ended September 30, 2022 and $115,000 for the year ended December 31, 2021.

NOTE 9: COMMITMENTS

License

The Company licenses its technology platform from Ice Lounge Media for $50,000 per year under an initial five year license agreement, which began on October 1, 2010, and was amended on January 1, 2014 for price and service increases. The initial 5 year term expired on October 1, 2015. The License calls for automatic 12 month renewals on the anniversary date. The lease was renewed on October 1, 2017. As of December 31, 2021, the Company is committed to one year of monthly lease payments, or $50,000 for the remainder of the current lease term, expiring on December 31, 2022.

Repayment of Investment from Sister Corp

There is an informal agreement between Social Quotient, Inc. ("SQI"), the company's affiliate (sister corp.) and the Company that calls for the Company to give recognition to SQI for the equity contributed to the Company "from inception to the future date in which the company might be engaged in a merger or change in control". Management is unable to determine when a change of control will occur and the amount of consideration contingently due from the Company was $91,224 as of June 30, 2022. This contingent liability amount can be satisfied in cash (minimum), or currently $.02 per share; debt; or equity conversion in the event of a merger or transaction in which there is a change in Control.

The Company paid $5,000 during the nine months ended September 30, 2022.

NOTE 10: SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to September 30, 2022 through the date these financial statements were issued and has determined that it has one material subsequent event to disclose in these financial statements.

The Company has acquired after the period presented in these financial statements 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.