

North America Frac Sand, Inc.

A Wyoming Corporation

3440 Hollywood Blvd Suite 415
Hollywood, FL 33021
800-388-8118 Office
info@hrcholdingscorp.com
SIC: 2095

QUARTERLY REPORT

For the Period Ending

September 30, 2022

As of September 30, 2022, the number of shares outstanding of our Common Stock was: 495,741,665

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 495,741,665

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

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

Yes: ____ No: X

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

Yes: ____ No: X

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

Yes: X No: ____

"Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

Xterra Building Systems, Inc. (9/2014)

Innovative Building Systems, Inc. (4/2014)

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

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

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

None

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

On or about March 17th, 2023, the Company executed a stock purchase agreements with Mr. Franjose Yglesias where the Company acquired controlling interest in North America Frac Sand, Inc.

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

The Company is headquartered in 3440 Hollywood Blvd Suite 415 Hollywood, FL 33021.

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

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

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

Yes: _____ No: X

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

None

Item 2: Security Information

Trading symbol:

NAFS

Exact title and class of securities outstanding:

Common Stock

CUSIP:

65670R102

Par or stated value:

\$0.00001

Total shares authorized:

800,000,000

as of date: September 30, 2022

Total shares outstanding:

495,741,665

as of date: September 30, 2022

Number of shares in the Public Float

289,696,174

as of date: September 30, 2022

Total number of shareholders of record:

428

as of date: September 30, 2022

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

| | | |
|--|---------------------------------|---------------------------------------|
| Trading symbol: | <u>N/A</u> | |
| Exact title and class of securities outstanding: | <u>Preferred Stock Series A</u> | |
| CUSIP: | <u>N/A</u> | |
| Par or stated value: | <u>\$0.00001</u> | |
| Total shares authorized: | <u>10</u> | as of date: <u>September 30, 2022</u> |
| Total shares outstanding: | <u>8</u> | as of date: <u>September 30, 2022</u> |

| | | |
|--|---------------------------------|---------------------------------------|
| Trading symbol: | <u>N/A</u> | |
| Exact title and class of securities outstanding: | <u>Preferred Stock Series B</u> | |
| CUSIP: | <u>N/A</u> | |
| Par or stated value: | <u>\$0.00001</u> | |
| Total shares authorized: | <u>99,999,990</u> | as of date: <u>September 30, 2022</u> |
| Total shares outstanding: | <u>450</u> | as of date: <u>September 30, 2022</u> |

The name and address of the transfer agent.

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

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

Item 3: Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| Shares Outstanding as of Second Most Recent Fiscal Year End: | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | | | |
| <u>Opening Balance</u> | | | | | | | | | |
| Date <u>1/1/2020</u> | | | | | | | | | |
| Common: <u>38,565,448</u> | | | | | | | | | |
| Preferred: <u>8</u> | | | | | | | | | |

| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
|---------------------|---|--|---------------------|---|--|--|---|---|---------------------------------|
| <u>1/5/2020</u> | <u>New Issuance</u> | <u>500</u> | <u>Preferred B</u> | <u>0.00001</u> | <u>No</u> | <u>Brian Kistler</u> | <u>Exchange Agreement</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>4/4/2020</u> | <u>Cancellation</u> | <u>(50)</u> | <u>Preferred B</u> | <u>0.00001</u> | <u>No</u> | <u>Brian Kistler</u> | <u>Exchange Agreement</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>7/6/2020</u> | <u>New Issuance</u> | <u>22,727,273</u> | <u>Common</u> | <u>0.019</u> | <u>No</u> | Hong Chen CEO, North America Frac Sand, Inc. d/b/a Voycare | <u>Services rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>7/6/2020</u> | <u>New Issuance</u> | <u>22,727,273</u> | <u>Common</u> | <u>0.019</u> | <u>No</u> | Xuemei Li COO, North America Frac Sand, Inc. d/b/a Voycare | <u>Services rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>7/8/2020</u> | <u>New Issuance</u> | <u>8,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | JP Carey Enterprises, Inc. Joseph Canouse, President | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>7/8/2020</u> | <u>New Issuance</u> | <u>8,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | World Market Ventures, LLC Manager, Chad Curtis | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>7/22/2020</u> | <u>New Issuance</u> | <u>6,135,529</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | JP Carey Enterprises, Inc. Joseph Canouse, President | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |

| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
|---------------------|---|--|---------------------|---|--|--|---|---|---------------------------------|
| <u>7/22/2020</u> | <u>New Issuance</u> | <u>6,135,529</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>7/30/2020</u> | <u>New Issuance</u> | <u>12,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>7/30/2020</u> | <u>New Issuance</u> | <u>12,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>JP Carey Enterprises, Inc. Joseph Canouse, President</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>8/13/2020</u> | <u>New Issuance</u> | <u>13,492,800</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>8/26/2020</u> | <u>New Issuance</u> | <u>14,900,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>8/31/2020</u> | <u>New Issuance</u> | <u>13,658,352</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>JP Carey Enterprises, Inc. Joseph Canouse, President</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>9/8/2020</u> | <u>New Issuance</u> | <u>16,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>9/15/2020</u> | <u>New Issuance</u> | <u>18,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>9/25/2020</u> | <u>New Issuance</u> | <u>18,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(1)</u> |
| <u>9/25/2020</u> | <u>New Issuance</u> | <u>793,650</u> | <u>Common</u> | <u>0.006</u> | <u>No</u> | <u>Xuan Zhou, Director, North America Frac Sand, Inc. d/b/a Voycare</u> | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>10/5/2020</u> | <u>New Issuance</u> | <u>21,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>JP Carey Enterprises, Inc. Joseph Canouse, President</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(2)</u> |
| <u>10/8/2020</u> | <u>New Issuance</u> | <u>19,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | <u>World Market Ventures, LLC Manager, Chad Curtis</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(2)</u> |
| <u>10/9/2020</u> | <u>New Issuance</u> | <u>23,437,500</u> | <u>Common</u> | <u>0.0016</u> | <u>Yes</u> | <u>Xuemei Li COO, North America Frac Sand, Inc. d/b/a Voycare</u> | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |

| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
|--|---|--|---------------------|---|--|--|---|---|---------------------------------|
| <u>10/9/2020</u> | <u>New Issuance</u> | <u>23,437,500</u> | <u>Common</u> | <u>0.0016</u> | <u>Yes</u> | Hong Chen CEO, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>10/9/2020</u> | <u>New Issuance</u> | <u>12,500,000</u> | <u>Common</u> | <u>0.0016</u> | <u>Yes</u> | Yali Wu, Director, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>10/9/2020</u> | <u>New Issuance</u> | <u>25,000,000</u> | <u>Common</u> | <u>0.00053</u> | <u>Yes</u> | JP Carey Enterprises, Inc. Joseph Canouse, President | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(2)</u> |
| <u>11/25/2020</u> | <u>New Issuance</u> | <u>3,750,000</u> | <u>Common</u> | <u>0.0016</u> | <u>Yes</u> | Xuan Zhou, Director, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>11/25/2020</u> | <u>New Issuance</u> | <u>12,500,000</u> | <u>Common</u> | <u>0.0016</u> | <u>Yes</u> | Yali Wu, Director, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>01/13/2021</u> | <u>New Issuance</u> | <u>1,298,701</u> | <u>Common</u> | <u>0.0046</u> | <u>Yes</u> | Xuan Zhou, Director, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>01/13/2021</u> | <u>New Issuance</u> | <u>7,575,757</u> | <u>Common</u> | <u>0.0013</u> | <u>Yes</u> | Yali Wu, Director, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>02/11/2021</u> | <u>New Issuance</u> | <u>37,500,000</u> | <u>Common</u> | <u>0.0010</u> | <u>Yes</u> | Hong Chen CEO, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>02/11/2021</u> | <u>New Issuance</u> | <u>37,500,000</u> | <u>Common</u> | <u>0.0010</u> | <u>Yes</u> | Xuemei Li COO, North America Frac Sand, Inc. d/b/a Voycare | <u>Services Rendered</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| <u>03/18/2021</u> | <u>New Issuance</u> | <u>40,106,353</u> | <u>Common</u> | <u>0.0005</u> | <u>Yes</u> | JP Carey Enterprises, Inc. Joseph Canouse, President | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(a)(2)</u> |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| <u>Ending Balance</u> | | | | | | | | | |
| Date <u>9/30/2022</u> Common: <u>495,741,665</u> | | | | | | | | | |
| Preferred: <u>458</u> | | | | | | | | | |

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|--------------------------------|------------------------------|-----------------------------------|--------------------------------|--------------------|---|--|---|
| <u>8/6/2020</u> ¹ | <u>12,500</u> ^{1,3} | <u>12,500</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>8/21/2020</u> ¹ | <u>17,500</u> ^{1,3} | <u>17,500</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>9/9/2020</u> ¹ | <u>12,500</u> ^{1,3} | <u>12,500</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>9/18/2020</u> ¹ | <u>15,000</u> ^{1,3} | <u>15,000</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>10/5/2020</u> ¹ | <u>10,000</u> ^{1,3} | <u>10,000</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>10/9/2020</u> ¹ | <u>20,000</u> ^{1,3} | <u>20,000</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>11/16/2020</u> ¹ | <u>10,000</u> ^{1,3} | <u>10,000</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>11/25/2020</u> ¹ | <u>10,000</u> ^{1,3} | <u>10,000</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |
| <u>12/28/2020</u> ¹ | <u>20,000</u> ^{1,3} | <u>20,000</u> ^{1,3} | <u>See note</u> ^{1,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse, President</u> | <u>Operations</u> |

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|------------------------------|-----------------------------|-----------------------------------|--------------------------------|-------------------------|---|--|---|
| <u>8/5/2016</u> ² | <u>2,500</u> ^{2,3} | <u>59,271</u> ^{2,3} | <u>439</u> ^{2,3} | <u>Demand Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>World Market Ventures, LLC</u> <u>Manager, Chad Curtis</u> | <u>Operations</u> |
| <u>7/21/2020</u> | <u>7,500</u> ³ | <u>7,500</u> ³ | <u>1,317</u> ³ | <u>7/20/2021</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>Machiavelli Ltd LLC.</u> <u>Joseph C Canouse,</u> <u>President</u> | <u>Operations</u> |
| <u>7/1/2021</u> | <u>5,600</u> | <u>5,600</u> | <u>0</u> | <u>Demand Note</u> | <u>N/A</u> | <u>Franjose Yglesias,</u> <u>Chief Executive Officer</u> | <u>Operations</u> |
| <u>6/3/2022</u> ¹ | <u>20,000</u> | <u>20,000</u> | <u>See note</u> ^{1,3} | <u>Convertible Note</u> | <u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u> | <u>JP Carey Enterprises, Inc.</u> <u>Joseph Canouse,</u> <u>President</u> | <u>Operations</u> |

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

¹JP Carey Enterprises, Inc. Total Accrued Interest as of September 30, 2022, is \$20,130

JP Carey Enterprise, Inc. notes were consolidated on previous quarterly filings. The table now reflects each individual note payable.

²World Market Ventures, LLC. Total Accrued Interest as of September 30, 2022, is \$439.

³See Unaudited Notes to the Financial Statements. Note4: Convertible Note payable.

Item 4: Financial statements.

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

- ☒ U.S. GAAP
☐ IFRS

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

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

North America Frac Sand, Inc. INDEX TO FINANCIAL STATEMENTS

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North America Frac Sand, Inc.

| Balance Sheets | | |
|--|----------------------|---------------------|
| (Unaudited) | | |
| | September 30, | December 31, |
| | 2022 | 2021 |
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ --- | \$ --- |
| Total Current Assets | --- | --- |
| TOTAL ASSETS | \$ --- | \$ --- |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current Liabilities | | |
| Accrued management fees | 381,667 | 156,667 |
| Accrued interest | 21,885 | 13,691 |
| Note payable, related party | 5,600 | 5,600 |
| Convertible note payable, net of discount of (\$6,778) and \$0, respectively | 150,722 | 123,500 |
| Derivative liability | 230,367 | 149,958 |
| Total Current Liabilities | 790,241 | 449,416 |
| TOTAL LIABILITIES | 790,241 | 449,416 |
| Stockholders' Deficit | | |
| Preferred stock Series A: 10 authorized; \$0.00001 par value 8 and 8 shares issued and outstanding, respectively | ---- | ---- |
| Preferred stock Series B: 99,999,990 authorized; \$0.00001 par value 450 and 450 shares issued and outstanding, respectively | ---- | ---- |
| Common stock: 800,000,000 authorized; \$0.00001 par value 495,741,665 and 495,741,665 shares issued and outstanding, respectively | 4,958 | 4,958 |
| Additional paid-in capital | 23,433,703 | 23,441,254 |
| Accumulated deficit | (24,228,902) | (23,895,628) |
| Total Stockholders' Deficit | (709,241) | (449,416) |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ --- | \$ --- |

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

North America Frac Sand, Inc.

**Statements of Operations
(Unaudited)**

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|---|--------------------|--|--------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Revenues | | | | |
| Sales | \$ ---- | \$ ---- | \$ ---- | \$ ---- |
| Operating Expenses | | | | |
| Professional fees | ---- | ---- | 6,000 | 4,507 |
| Selling, general and administrative expense | 75,000 | 87,266 | 239,000 | 284,103 |
| Total operating expenses | 75,000 | 87,266 | 245,000 | 288,610 |
| Net loss from operations | (75,000) | (87,266) | (245,000) | (288,610) |
| Other income (expense) | | | | |
| Interest expense | (3,176) | (2,773) | (8,194) | (23,005) |
| Interest expense related to derivative liability | (10,222) | ---- | (13,222) | (158,875) |
| Gain (loss) on extinguishment of debt | ---- | ---- | (14,000) | 773,416 |
| Change in derivative | (14,727) | 49,317 | (52,858) | 573,890 |
| Income taxes | ---- | ---- | ---- | ---- |
| Net loss | \$ (103,125) | \$ (40,722) | \$ (333,274) | \$ 876,816 |
| Basic and diluted loss per share | \$ (0.00) | \$ 0.00 | \$ (0.00) | \$ 0.00 |
| Weighted average number of shares outstanding | 495,741,665 | 495,741,665 | 495,741,665 | 472,468,562 |

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

North America Frac Sand, Inc.

Statement of Stockholders' Deficit
(Unaudited)

| | Series A | | Series B | | Common Stock | | Additional | Accumulated | |
|--|------------------------|---------------|------------------------|---------------|---------------------|---------------|-------------------|--------------------|----------------|
| | Preferred Stock | | Preferred Stock | | Common Stock | | Paid in | Deficit | Total |
| | <u>Shares</u> | <u>Amount</u> | <u>Shares</u> | <u>Amount</u> | <u>Shares</u> | <u>Amount</u> | <u>Capital</u> | | |
| Balance, December 31, 2020 | 8 | \$ ---- | 450 | \$ ---- | 371,760,854 | \$ 3,718 | \$ 23,388,752 | \$ (24,792,498) | \$ (1,400,028) |
| Stock issued for services | ---- | ---- | ---- | ---- | 83,874,458 | 839 | 90,161 | ---- | 91,000 |
| Stock issued for debt conversion | ---- | ---- | ---- | ---- | 40,106,353 | 401 | 21,103 | ---- | 21,504 |
| Prior period adjustment for subsidiary | ---- | ---- | ---- | ---- | ---- | ---- | (58,762) | 58,762 | ---- |
| Net income | | | | | | | | 838,108 | 838,108 |
| Balance, December 31, 2021 | 8 | \$ ---- | 450 | \$ ---- | 495,741,665 | \$ 4,958 | \$ 23,441,254 | \$ (23,895,628) | \$ (449,416) |
| Adjustment for derivative liability | | | | | | | (7,551) | | (7,551) |
| Net income | | | | | | | | (333,274) | (333,274) |
| Balance, September 30, 2022 | 8 | \$ ---- | 450 | \$ ---- | 495,741,665 | \$ 4,958 | \$ 23,433,703 | \$ (24,228,902) | \$ (790,241) |

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

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

For the Nine Months Ended
September 30,

2022 **2021**

CASH FLOWS FROM OPERATING ACTIVITIES:

| | | | | |
|--|----|-----------|----|-----------|
| Net income (loss) | \$ | (333,274) | \$ | 876,816 |
| Adjustment to reconcile net loss to net cash provided in operations: | | | | |
| Change in fair market value of derivatives | | 52,858 | | (573,890) |
| Amortization of debt discount | | 13,222 | | 158,875 |
| Loss on extinguishment of debt | | 14,000 | | (773,416) |
| Stock issued for service | | ---- | | ---- |
| Change in assets and liabilities: | | | | |
| Accrued management fees | | 225,000 | | (165,667) |
| Accounts payable and other accrued liabilities | | ---- | | ---- |
| Accrued interest | | 8,194 | | (15,648) |
| Net Cash (used in) provided by operating activities | | (20,000) | | (130,300) |

CASH FLOWS FROM FINANCING ACTIVITIES:

| | | |
|--|-------------|-----------------|
| Proceeds (payments) convertible notes payable | 20,000 | (20,542) |
| Proceeds (payments) notes payable, related party | ---- | 10,600 |
| Stock issued to reduce debt | ---- | 116,771 |
| Net Cash provided by financing activities | 20,000 | 106,829 |
| Net change in cash and cash equivalents | ---- | (23,471) |
| Cash and cash equivalents Beginning of period | ---- | 23,471 |
| Cash and cash equivalents End of period | \$ ---- | \$ ---- |

Supplemental cash flow information

| | | |
|------------------------|---------|---------|
| Cash paid for interest | \$ ---- | \$ ---- |
| Cash paid for taxes | \$ ---- | \$ ---- |

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

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

NOTE 1: NATURE OF BUSINESS

ORGANIZATION

North America Frac Sand, Inc. (OTC: NAFS) North America Frac Sand Inc, dba HRC Company; (www.havanaroasters.com) Some of the key features of the company include its growth potential, its focus on building coffee-related businesses, which includes our two primary base roasts available in whole bean, ground, single serve K-Cups, and coming soon Nespresso Compatibles.

Our primary Cuban Style gourmet roast; “Espresso Supreme” blend is roasted to a deep, dark, color with abundant flavor. This authentic Cuban-style roast is a perfect combination of the world’s best Arabica and Robust beans sourced from Africa, Central & South America cutting down on both acidity and bitterness. The texture is oily, and the flavor has hints of caramel and smoke, reminiscent of the full-bodied "sabor" or taste, known and loved worldwide. Our Americano Blend is as deliciously unforgettable as our Cuban Espresso Supreme. Our rich, strong American style coffee is blended mostly from Arabica/Robusto beans. We are very proud that our roasters have mastered a bold yet smooth taste that delivers more than a “regular” cup of coffee.

Inspired by our rich Cuban heritage, our roasting technique creates a taste and sensation that is truly memorable. Our hand-crafted Cuban style roast is full of deep and rich flavor.

Available online at our store www.havanaroasters.com, www.Walmart.com, www.bedbath.com, www.homedepot.com, www.officedepot.com and through national distributors KeHE , UNFI ,other regional distributors , independent groceries , supermarket’s and specialty retailer.

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

The Company is headquartered in Hollywood, Florida.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

GOING CONCERN

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

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

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

The current COVID-19 Coronavirus pandemic continues to have devastating effects worldwide, becoming one of the biggest threats to the global economy and financial markets. The medical travel sector is especially affected by the current travel restrictions worldwide, making it difficult to travel for medical care, and thus there is no assurance the Company will be able to generate business

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

for its medical tourism division in the short and long term. In addition to travel restrictions, local hospital continues to struggle with capacity and medical supplies to treat patients affected by the outbreak, making the capacity for medical tourists scarce as long as the pandemic continues.

PRINCIPLES OF CONSOLIDATION

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

BASIS OF PRESENTATION AND USE OF ESTIMATES

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

RECLASSIFICATION OF PRIOR PERIOD PRESENTATION

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

FISCAL YEAR END

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

USE OF ESTIMATES

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original maturity of Nine months or less at the date of acquisition to be cash equivalents. Cash and cash equivalents at September 30, 2022 and December 31, 2021 were \$0 and \$0, respectively.

CASH FLOWS REPORTING

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

REVENUE RECOGNITION

Effective October 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

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

The Company had no revenues for the period ended September 30, 2022.

CONCENTRATIONS OF CREDIT RISK AND SIGNIFICANT CUSTOMERS

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

INCOME TAXES

We use the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, "Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740-10-30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740-10-40 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

FINANCIAL INSTRUMENTS

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

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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

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

- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2022. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

DERIVATIVE LIABILITIES

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

DEFERRED INCOME TAXES AND VALUATION ALLOWANCE

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

SHARE-BASED EXPENSE

ASC 718, Compensation – Stock Compensation, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the consolidated financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, Equity – Based Payments to Non-Employees. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

Share-based expense was \$0 for the period ended September 30, 2022 and \$0 for the period ended September 30, 2021.

NET INCOME (LOSS) PER COMMON SHARE

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding, and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. There are no potentially dilutive shares of common stock.

RECENT ACCOUNTING PRONOUNCEMENTS

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

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

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

NOTE 3: NOTE PAYABLE AND NOTE PAYABLE RELATED PARTY

The following table represents the notes payable at September 30, 2022 and December 31, 2021, respectively.

| | September 30, 2022 | December 31, 2021 |
|--|-----------------------|----------------------|
| Franjose Yglesias, the Company's CEO, advanced the Company funds for operations. The demand note carries and zero percent (0%) annual percentage rate. Accrued interest at September 30, 2022 and December 31, 2021 was \$0 and \$0, respectively. | 5,600 | 5,600 |
| Total notes payable | \$ 5,600 | \$ 5,600 |
| Total accrued interest | ---- | ---- |
| Current portion | \$ 5,600 | \$ 5,600 |

NOTE 4: CONVERTIBLE NOTE PAYABLE

The following table represents the convertible notes payable at September 30, 2022 and December 31, 2021, respectively.

| | September 30, 2022 | December 31, 2021 |
|---|-----------------------|----------------------|
| J P Carey Enterprises, Inc., an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2022 and December 31, 2021 was \$20,130 and \$12,534, respectively. | \$ 147,500 | 113,500 |
| Machiavelli LTD LLC, an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2022 and December 31, 2021 was \$1,317 and \$868, respectively. | 7,500 | 7,500 |

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

| | September 30, 2022 | December 31, 2021 |
|--|-----------------------|----------------------|
| World Market Ventures, LLC, an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2022 and December 31, 2021 was \$439 and \$289, respectively. | 2,500 | 2,500 |
| Less debt discount | 6,778 | ---- |
| Total Convertible notes payable, net of discount | \$ 150,722 | \$ 123,500 |
| Total accrued interest | \$ 21,885 | \$ 13,691 |

NOTE 5: SHAREHOLDERS' EQUITY

PREFERRED STOCK

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

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

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

Total shares of preferred stock, Series A, issued and outstanding at September 30, 2022 and December 31, 2021 were 8 and 8, respectively.

Total shares of preferred stock, Series B, issued and outstanding at September 30, 2022 and December 31, 2021 were 450 and 450, respectively.

COMMON STOCK

The Company's authorized capital stock consists of 800,000,000 shares of \$0.00001 par value per share Common Stock. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and

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

other distributions declared and paid with respect to common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

Details to the issuance of common stock is presented in Item 3, A: Issuance History.

Total shares of common stock issued and outstanding at September 30, 2022 and December 31, 2021 were 495,741,665 and 495,741,665, respectively.

WARRANTS AND OPTIONS

None

NOTE 6. RELATED PARTY TRANSACTIONS

EMPLOYMENT and BOARD OF DIRECTOR AGREEMENTS

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

- **HRC Holdings Corp.**
On March 17th, 2023 HRC Holdings Corp., executed stock purchase agreements with Mr. Franjose Yglesias where HRC acquired 100% control of North America Frac Sand, Inc. A board resolution was approved naming Mr. Gabriel Martinez as the Chairman and Chief Executive Officer. The Company approved annual compensation for Mr. Martinez of Three Hundred Thousand dollars, (\$300,000) equally distributed for his services as Chief Executive Officer and his board of directors' membership.
- **Mrs. Franjose Yglesias**
On March 17th, 2023, Mrs. Yglesias submitted his resignation as the CEO and Chairman of the Board.
- **Mr. Franjose Yglesias**
On June 24, 2021, Mr. Franjose Yglesias executed stock purchase agreements with Hong Chen and Xuemei Li where he acquired control of North America Frac Sand, Inc. A board resolution was approved naming Mr. Yglesias as the Chairman and Chief Executive Officer. The Company approved annual compensation for Mr. Yglesias of Three Hundred Thousand dollars, (\$300,000) equally distributed for his services as Chief Executive Officer and his board of directors membership.
- **Mrs. Hong Chen**
On June 24, 2021, Mrs. Hong Chen submitted her resignation as the CEO.
- **Ms. Xuemei Li**
On June 24, 2021, Ms. Xuemei Li submitted her resignation as the COO
- **Xuan Zhou**
Board of Director Agreement: On January 13, 2021, the Company issued Xuan Zhou 1,298,701 shares of common stock as compensation for all accrued fees owed. The Board of Directors agreement between the Company and Xuan Zhou was terminated on January 13, 2021.
- **Yali Wu**
Board of Director Agreement: On January 13, 2021, the Company issued Yali Wu 7,575,757 shares of common stock as compensation for all accrued fees owed. The Board of Directors agreement between the Company and Yali Wu was terminated on January 13, 2021.

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

Amounts included in accruals represent amounts due to the officers and directors for corporate obligations under the abovementioned agreements. Payments on behalf of the Company and accruals made under contractual obligation are accrued. As of September 30, 2022, and December 31, 2021, accrued expenses were \$381,667 and \$156,667, respectively.

NOTE PAYABLE

In support of the Company's efforts and cash requirements, it has relied on advances from the Chief Executive Officer and shareholders until such time that the Company can support its operations or attains adequate financing through sales of its equity or traditional debt financing. There is no formal written commitment for continued support.

During the period ending December 31, 2021, our Chief Executive Officer, Mr. Franjose Yglesias loaned the Company \$5,600 for operations. The loan is secured by a demand with a zero annual percentage rate.

At September 30, 2022 and December 31, 2021, the demand notes accumulative balances were \$5,600 and \$5,600, respectively. Accrued interest at September 30, 2022 and December 31, 2021 was \$0 and \$0, respectively.

EQUITY TRANSACTIONS

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

NOTE 7 – 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. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used due to the new tax law recently enacted.

At September 30, 2022, the Company had net operating loss carry forwards of approximately \$5,030,821 that maybe offset against future taxable income. No tax benefit has been reported in the September 30, 2022, or December 31, 2021 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cut and Jobs Act (the "Tax Act"). The Tax Act establishes new tax laws that affects 2018 and future years, including a reduction in the U.S. federal corporate income tax rate to 21% effective January 1, 2018.

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.

ASC Topic 740 provides guidance on the accounting for uncertainty in income taxes recognized in a company's financial statements. Topic 740 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operations in the provision for income taxes. As of September 30, 2022, the Company had no accrued interest or penalties related to uncertain tax positions.

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

NOTE 8. COMMITMENTS AND CONTINGENCIES

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

NOTE 9: SUBSEQUENT EVENTS

On March 17th, 2023 HRC Holdings Corp., executed stock purchase agreements with Mr. Franjose Yglesias where HRC acquired 100% control of North America Frac Sand, Inc. Under the terms of this agreement; North America Frac Sand, Inc./HRC executed a convertible note of \$150,000.00USD to Mr. Yglesias, additionally under the terms of this agreement Mr. Yglesias will also retain ownership of 58,664,773 command shares.

Item 5: Issuer's Business, Products and Services

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

Not applicable

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

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

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

Item 6: Issuer's Facilities:

Our office is located at 848 Biscayne Blvd, PH5, Miami, FL 33133. The facility has available office space for meetings and conference rooms. Otherwise, we operate virtually.

Item 7: Officers, Directors and Control Persons

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

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

Item 8: Legal/Disciplinary History

- A. Please identify whether any of the foregoing persons have, in the past 10 years, been the subject of:
1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None
 2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None
 3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None
 4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None
- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceed and the relief south. Include similar information as to any such proceedings know to be contemplated by governmental authorities.
- None

Item 9: Third Party Providers

| <u>Name</u> | <u>Company Name and Address</u> | <u>Phone</u> | <u>Website</u> |
|----------------|---|----------------|----------------|
| Jeffrey Turner | JDT LEGAL, PLLC 897 W BAXTER DR. South Jordan, UT 84095 | (801) 810-4465 | |

Other Service Providers

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

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

Item 10. Certifications

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

I, Gabriel Martinez, certify that:

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

May 8, 2023

/s/ Gabriel Martinez

Gabriel Martinez,
Chief Executive Officer
Chief Financial Officer
Chairman of the Board