

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**March 31, 2023**

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**March 31, 2023**

**CONSOLIDATED FINANCIAL STATEMENTS**

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**PYBUS & COMPANY, P.A.**  
CERTIFIED PUBLIC ACCOUNTANTS

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To Management  
Encounter Care Solutions Inc. and Subsidiaries  
Palm Beach Gardens, FL

Management is responsible for the accompanying consolidated financial statements of Encounter Care Solutions Inc. and subsidiaries (a corporation), which comprise the consolidated balance sheet as of March 31, 2023, and the related consolidated statement of operations and changes in stockholders' deficit and cash flows for the period then ended, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the consolidated financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any assurance on these consolidated financial statements.

We are not independent with respect to Encounter Care Solutions Inc. and Subsidiaries.

*Pybus & Company, P.A.*

Pybus & Company, P.A.  
Stuart, FL  
May 19, 2023

**Encounter Care Solutions, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
**(unaudited)**

**ASSETS**

March 31, 2023

**Current Assets**

Cash	\$ 62,540
Prepaid expense	2,480
<b>Total Current Assets</b>	<u>65,020</u>

**Property and Equipment, net of Depreciation**

-

**Other Assets**

Deposits	201,845
Equity and other investments	565,136
Intangibles	118,914
<b>Total Other Assets</b>	<u>885,895</u>

**TOTAL ASSETS**

\$ 950,915

**LIABILITIES & STOCKHOLDERS' DEFICIT**

**Current Liabilities**

Accounts payable	\$ 38,281
Common stock issued in excess of authorized shares	19,501
Notes payable - related party	1,327,042
<b>Total Current Liabilities</b>	<u>1,384,824</u>

**Long-Term Liabilities**

Convertible notes payable - related party	246,962
<b>Total Long-Term Liabilities</b>	<u>246,962</u>

**TOTAL LIABILITIES**

1,631,786

**COMMITMENTS & CONTINGENCIES**

-

**Stockholder's Deficit**

Preferred stock, 10,000,000 authorized, par value \$.001, and 0 issued.

-

Common stock 140 million authorized, par value \$.001, 86,957,389

issued and outstanding March 31, 2023

67,455

Additional paid in capital

38,968,931

Common stock to be issued

542

Retained deficit

(39,717,799)

**Total Stockholders' Deficit**

(680,871)

**TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT**

\$ 950,915

See accompanying notes and accountants' compilation report

**Encounter Care Solutions, Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
**(unaudited)**

	Period Ended March 31, 2023
<b>Revenues</b>	
Sales	\$ 375,153
<b>Total Revenue</b>	<u>375,153</u>
<b>Cost of Goods Sold</b>	
Cost of goods sold	<u>166,704</u>
<b>Gross Profit</b>	208,449
<b>Expenses</b>	
General and administrative	183,476
Payroll	217,933
Professional fees & consulting	<u>1,247,908</u>
<b>Total Expenses</b>	<u>1,649,317</u>
<b>(Loss) from Operations</b>	<u>(1,440,868)</u>
<b>Other Income (Expenses)</b>	
Interest expense	<u>(95,259)</u>
<b>Total Other Income (Expense)</b>	
	<u>\$ (95,259.00)</u>
<b>Net Profit (Loss) Before Provision for Income Tax</b>	<u>(1,536,127)</u>
<b>Provision for income taxes</b>	-
<b>Net Profit (Loss)</b>	<u><u>\$ (1,536,127)</u></u>
<b>Basic and Diluted Earning (Loss) per Share</b>	-
Weighted average number of common shares - basic and diluted	<u>86,957,389</u>

See accompanying notes and accountants' compilation report

**Encounter Care Solutions, Inc. and Subsidiaries**  
**Consolidated Statement of Changes in Stockholders' Deficit**  
**For the Period Ended March 31, 2023**

	(unaudited)														
	Preferred stock		Common stock		Common stock to be issued		Additional paid-in capital	Retained deficit	Total stockholders' deficit						
	Shares	Amount	Shares	Amount	Amount	Amount									
<b>Balance for the period ended June 30, 2022</b>	-	\$	-	65,028,901	\$	64,487	\$	542	\$	37,282,110	\$	(38,181,672)	\$	(834,533)	
Stock issued for cash				2,662,243		2,662				1,426,071				1,428,733	
Stock issued for services - third party				306,500		306				168,269				168,575	
Contributed capital on noninterest bearing notes										92,481				92,481	
Net loss for the period ended December 31, 2022												(1,536,127)		(1,536,127)	
<b>Balance for the period ended March 31, 2023</b>	-	\$	-	1	67,997,644	\$	67,455	\$	542	\$	38,968,931	\$	(39,717,799)	\$	(680,871)

1	67,997,644	Add Shares issued in excess of authorized (see Note 8)
	19,501,745	Less common stock to be issued
	(542,000)	
	<u>86,957,389</u>	Total Common stock outstanding

See accompanying notes and accountants' compilation report.

**Encounter Care Solutions, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**(unaudited)**

	For the Period Ended March 31, 2023
<b>Cash Flows from Operating Activities</b>	
Net (loss)	\$ (1,536,127)
<b>Adjustments to Reconcile Net Loss to Net Cash Used in Operations</b>	
Depreciation and amortization	-
Contributed capital for non interest bearing notes payable	92,481
Stock based compensation	168,575
Accrued interest convertible notes payable - related parties	2,778
<b>Changes in Operating Assets and Liabilities:</b>	
Decrease in accounts receivable	20,990
Decrease in inventory	29,372
Decrease in accounts payable & accrued expenses	(134,910)
<b>Net Cash Used in Operations</b>	<u>(1,356,841)</u>
<b>Cash Flows from Investing Activities</b>	
<b>Net Cash Used in Investing Activities</b>	<u>-</u>
<b>Cash Flows from Financing Activities</b>	
Payments on notes payable - related parties	(93,253)
Proceeds from shares issued for cash	1,415,955
<b>Net Cash Provided by Financing Activities</b>	<u>1,322,702</u>
<b>Net Increase (decrease) in Cash</b>	(34,139)
<b>Cash - Beginning of Period</b>	96,679
<b>Cash - Ending of Period</b>	<u>\$ 62,540</u>
<b>Supplemental Disclosure of Cash Flow Information:</b>	
Cash paid for interest	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>

See accompanying notes and accountants' compilation report

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**March 31, 2023**

**Note 1. Organization and Significant Accounting Policies**

*Organization and Line of Business*

Encounter Care Solutions, Inc. ("the Company") is a Delaware corporation organized March 2000 and is an integrated healthcare company that operates its business through two divisions: Healthcare Technology Division and the Healthcare Services Division. Encounter Care Solutions, Inc.'s operating businesses offer a broad range of proprietary healthcare technology, products and services that address several very sizeable and rapidly growing target markets, including: the Telemedicine Market, Healthcare Information Technology Market, and Home Healthcare Market.

In July 2012, a new subsidiary of EncounterCare was formed and incorporated in the state of Delaware by the name of Cyber Fuels, Inc. This subsidiary enters the company into the alternative fuels market.

*Liquidity and Management's Plan*

The Company has incurred recurring losses from operations for the period ended March 31, 2023. In response to these results, management has implemented the following steps to ensure the ongoing liquidity and viability of the Company: (1) enacted a cost reduction plan for major operating costs. (2) Significant shareholders have continued to invest in the company by buying common stock to fund continuing operations. Management believes that the successful implementation of these initiatives will provide them with the necessary liquidity to continue as a going concern.

*Joint Venture Termination*

In June 2008 we formed a joint venture with Authentidate Holding Corp., called ExpressMD TM Solutions LLC to provide inhome patient vital signs monitoring systems and services. The company and Authentidate Holding Corp. each owned fifty percent of the joint venture and neither party had any special rights under the joint venture agreement. ExpressMD Solutions did not have any assets or liabilities and Authentidate Holding Corp. did not have any recourse to our general credit. ExpressMD Solutions was consolidated in Authentidate Holding Corp.'s financial statements because Authentidate Holding Corp. elected to provide the majority of funding for the joint venture and was deemed to be the primary beneficiary.

On November 21, 2011, the company entered into a definitive Joint Venture Termination Agreement (the "Agreement") with Authentidate Holding Corp. (the "Buyer"), providing for the assignment and transfer to the company of all of the membership interests held by Seller in ExpressMD Solutions. At the closing on November 21, 2011, the joint venture agreement was terminated, ExpressMD Solutions became a wholly owned subsidiary of Authentidate Holding Corp. and the company granted the company a license to use certain intellectual property. Pursuant to the Agreement, Authentidate Holding Corp. agreed to pay to the company \$1,000,000 in cash and deliver to the company 1,500,000 shares of restricted common stock of Authentidate Holding Corp. The cash payment is due as follows: \$50,000 was received prior to the date of the Agreement; \$475,000 was received at the closing; \$200,000 was received in April 2012; and \$275,000 is due on or prior to October 1, 2012. In addition, upon the closing Authentidate Holding Corp. forgave the company approximately \$800,000 for operating expenses advanced to the joint venture. The company recorded a gain on sale of equity method investment.

*Investment in Joint Venture*

In August 2015 the company entered into a joint venture. The Joint Venture is being established to explore opportunities in advancing the company's medical division. For the period ended March 31, 2023, the company's balance in investment in joint venture was \$565,136. (See below Sale of Certain Assets)

*Sale of Certain Assets*

On April 6, 2017, the Company executed the sale of certain assets of the CyberCare Health Network Division of the Company in accordance with an Asset Purchase Agreement by and among, HealthDatix, Inc. (a wholly owned subsidiary of Igambit, Inc.) and the Company. In the Agreement, the Company sold, conveyed, transferred, and assigned to HealthDatix, Inc. certain assets, and HealthDatix, Inc. purchased and accepted from the Company all rights, title and interest in and to the Assets in exchange for 60,000,000 shares of restricted common stock of the Igambit, Inc., valued at \$.10 per share.

As part of the sale, the Company dividend 83.33% the assets sold at historical value of \$551,737, to its shareholders which represents 50,000,000 shares of Igambit, Inc. The remaining 10,000,000 shares or 16.67% is held as Investments by the Company.



**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**March 31, 2023**

**Note 1. Organization and Significant Accounting Policies- Cont.**

*Principles of Consolidation*

The consolidated financial statements for period ended March 31, 2023, includes the accounts of Encountercare, Inc. and its wholly owned subsidiaries; Building Block Pediatric Home Health Services, Inc. and Cyber Fuels Inc. Significant intercompany accounts and transactions have been eliminated in consolidation.

*Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the year. Estimates include the valuation allowance on deferred tax assets and valuation of stock issued for services. Actual results could differ from those estimates.

*Cash and Cash Equivalents*

The Company considers all highly liquid temporary cash investments with an original maturity of twelve months or less to be cash equivalents. At March 31, 2023, the Company had no cash equivalents. The Company at times has cash in banks in excess of FDIC insurance limits. At March 31, 2023, cash balance did not exceed these limits. The Company's cash balance totaled \$62,540 as of March 31, 2023.

*Inventory*

The Company's inventory is stated at the lower of cost or market using the FIFO costing method. Inventory on hand totaled \$-0- March 31, 2023. Inventory consisted of components and finished goods available and ready for sale in the Cyber Fuels subsidiary.

*Revenue Recognition*

The Company recognizes revenue over the period the service is performed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 605, Revenue Recognition in Financial Statements. In general, ASC No. 605 requires that four basic criteria must be met before revenue can be recognized: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services rendered, (iii) the fee is fixed and determinable, and (iv) collectability is reasonably assured.

*Property and Equipment*

Property and equipment are stated at cost and depreciated on the straight-line method over the estimated life of the asset, which is 5 years.

*Intangible Assets*

In accordance with ASC No. 350, Intangibles, Goodwill and Other, the Company requires that intangible assets with a finite life be amortized over their life and requires that goodwill and intangible assets be reviewed for impairment annually or more frequently if impairment indicators arise.

The intangible asset of \$118,914 at March 31, 2023 represents patents assigned to Cyber Fuels Inc. a wholly owned subsidiary.

On April 6, 2017, Encountercare Inc. sold the software asset of \$491,111 (See above Sale of Certain Assets).

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**March 31, 2023**

**Note 1. Organization and Significant Accounting Policies- Cont.**

Investment in subsidiary

In 2008, the Company acquired Building Blocks Pediatric Home Health Services, Inc. by obtaining interest in exchange for 4,000,000 shares of the Company's stock at a fair value of \$0.07 per share. The total consideration paid for the acquisition was \$280,000 (See Note 3).

Shipping and Handling Costs

We expense all shipping and handling costs as incurred. We include these costs in general and administrative expenses on the accompanying financial statements.

Advertising

The costs incurred for producing and communicating advertising are charged to operations as incurred. Advertising expense for the period ended March 31, 2023, was \$-0-.

Research and Development

The Company is not currently engaged in research and development activities. Research and development costs are charged as operating expense of the Company as incurred. For the period ended March 31, 2023, the Company expensed \$0 towards research and development costs.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for accounts receivable, deposits, accounts payable, and accrued expenses, is the approximate fair value based on the short-term maturity of these instruments.

Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25") Income Taxes. Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement 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 ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The net deferred tax liability in the accompanying balance sheets includes the following amounts of deferred tax assets and liabilities:

	<u>March 31, 2023</u>
Deferred Tax Liability	\$ -
	<hr/>
Deferred Tax Asset	
Net operating Loss Carry Forward	32,617,000
Valuation Allowance	(32,617,000)
	<hr/>
Net Deferred Tax Asset	\$ -
	<hr/>
Net Deferred Tax Liability	\$ -
	<hr/> <hr/>

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**March 31, 2023**

**Note 1. Organization and Significant Accounting Policies- Cont.**

The provision for income taxes has been computed as follows:

	March 31, 2023
Expected income tax recovery (expense)	
at the statutory rate of 21% - Federal Expected income tax recovery (expense)	89,744
at the statutory rate of 8.7% - State	37,180
Change in valuation allowance	(126,924)
Provision for income taxes	-

The valuation allowance was established to reduce the deferred tax asset to the amount that will more likely than not be realized. This is necessary due to the Company's continued operating losses and the uncertainty of the Company's ability to utilize all of the net operating loss carryforwards before they will expire through the year 2041.

The net change in the valuation allowance for the period ended March 31, 2023, was a decrease of \$126,924.

The components of income tax expense related to continuing operations are as follows:

	<u>March 31, 2023</u>
Federal	
Current	-
Deferred	-
State and Local	
Current	-
Deferred	-
	<u>\$</u>

**Basic and Diluted Net Loss per Common Share**

Net Loss per Common Share is computed pursuant to FASB Accounting Standards Codification No. 260, *Earnings per Share*. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period.

**Note 2. Accounts Receivable**

At March 31, 2023, the Company had the following accounts receivable:

	As of <u>March 31, 2023</u>
Accounts receivable	\$-0-
Less: Allowance for doubtful accounts	
Accounts receivable, net	<u>\$ -0-</u>

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**March 31, 2023**

**Note 3. Acquisition**

Effective 2008, Encounter Care Solutions, Inc. acquired Building Blocks Pediatric Home Health Services, Inc. The following details the acquisition:

Upon the acquisition of Building Blocks Pediatric Home Health Services, Inc., the Company issued 4,000,000 common stock shares at a price of \$0.07 per share to acquire 100% of the Building Blocks Pediatric Home Health Services, Inc. units at a fair value of \$280,000. The total consideration paid for the acquisition of \$280,000.

**Note 4. Deposit paid with signed agreement and lender agreement**

In February 2021, the company signed an agreement to purchase an operating business and land. The agreement called for a deposit of \$200,000 paid by the company. The agreement is currently in the due diligence phase.

*Lender agreement signed*

In May of 2022, the company signed an agreement with a lender, the lender is to provide \$30,000,000 for the Port of Tampa real estate closing. At the closing, the company shall pay the lender normal lender fees, legal and title fees associated with the transaction along with a "bonus" in the amount of \$3,000,000. At the closing table and simultaneously with the execution of the loan the company shall transfer from escrow 4,285,174 (calculated at .70 per share) shares in lieu of the \$3,000,000. At the time of issuing the financial statements this closing has not occurred. The stock certificate evidencing these shares has been placed in escrow and will only be issued in conjunction with the anticipated closing. Should the closing not occur, for any reason whatsoever, the share certificate will be returned to the transfer agent.

**Note 5. Equity in joint venture**

The Company has a noncontrolling interest (40%) in a limited liability partnership joint venture (Atlantic Gas Partners LLC) formed to operate a service station and convenience store. The store opened February 26, 2019, and all of the partners participate in the operation, which is under the general management of the Company. Summary information on the joint venture follows.

	<u>March 31, 2023</u>
Current assets	\$ 29,372
Less: Liabilities	18,000
Net assets	<u>\$ 11,372</u>
Revenue	<u>\$ 643,818</u>
Net loss	<u>\$ (50,942)</u>
Company's Interest	
Share of net loss	\$ (25,471)
Equity in net assets	<u>5,686</u>
Total equity	<u>\$ (19,785)</u>

**Note 6. Property and equipment**

Property and equipment is summarized as follows at March 31, 2023:

	<u>March 31, 2023</u>
Office and Medical Equipment	\$ 422,984
Furniture	37,461
Automobile	<u>20,552</u>
	480,997
Depreciation	<u>(480,997)</u>
Net	<u>\$ -</u>

Depreciation and Amortization expense for the period ended March 31, 2023, was \$0.

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**March 31, 2023**

**Note 7. Convertible notes payable and notes payable**

Convertible Note – Related Parties

The company entered into a convertible note agreement dated July 1, 2012 with a related party for the sum of \$225,000. The note has a stated interest rate of 1.5% which is being accrued to the note. The note is convertible at any time determinable by the holder. The note has an outstanding balance at March 31, 2023, of \$246,962 (See note 10).

Notes Payable – Related Parties

A note payable with a related party was entered into by the Company with an Officer of the Company for an amount of \$3,350,000, with no stated interest. An 8% interest rate was imputed. Interest is contributed to additional paid in capital rather than accrued of \$92,481 for the period ended March 31, 2023. The loan is renewed on an annual basis. During the period ended March 31, 2023, the loan was repaid from in the amount of \$35,472.

	Balance 12/31/2022	Deductions	Balance 03/31/2023
Total	<u>\$1,362,514</u>	<u>\$35,472</u>	<u>\$1,327,042</u>

**Note 8. Stockholders' deficit**

The company has 140,000,000 shares of common stock authorized with 86,957,389 outstanding with a par value of .001 as of March 31, 2023. Each outstanding share of common stock is entitled to one vote on corporate matters requiring a vote. Certain corporate matters, such as normal business operations are conducted by the officers of the corporation acting under direction of the board of directors. There are no other material rights of common shareholders. There are no provisions in the Company's bylaws that would delay, defer or prevent a change in control of the Issuer. The company also has 100,000 shares of preferred stock at a par value of .001 with none issued.

As of March 31, 2023, the Consolidated Statement of Changes in Stockholders Deficit indicates total common stock outstanding of 86,957,389. This is made up of three balances, 67,997,644 plus shares issued in excess of authorized 19,501,745 (see below) less common stock to be issued of 542,000 (see below).

The excess shares issued of 19,501,745 are currently being classified under current liabilities as common stock issued in excess of authorized shares. Therefore, the equity transactions listed below are not contained in the consolidated statement of changes in the stockholders' deficit.

In July 9, 2021, The Articles of incorporation were amended with the state of Delaware to increase the authorized shares of common stock from 75,000,000 to 140,000,000. In addition to increasing the authorized shares to 140,000,000 the company is planning to through the state chancellery board to retroactively amend the articles of incorporation for the shares issued in excess of authorized shares.

Shares Issued for Cash & Services

Shares were issued in exchange for cash. The total common shares issued in exchange for cash were 2,662,243 for the period ended March 31, 2023.

Shares were issued in exchange for services. The total common shares issued in exchange for services were 306,500 for the period ended March 31, 2023.

**ENCOUNTER CARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**March 31, 2023**

**Note 8. Stockholders' deficit-Cont.**

Shares to be Issued

As of March 31, 2023, there were shares to be issued for cash and services yet to be issued. The total number of shares to be issued totaled 542,000.

**Note 9. Commitments and contingencies**

Employment Agreements

The Company has an employment agreement with the president/Chief Executive Officer. No expenses or accruals are shown from this agreement.

Lease Agreement

The Company operates a month-to-month lease in Palm Beach Gardens, Florida for \$2,300 per month.

Rent expense for the period ending March 31, 2023, was \$20,700.

**Note 10. Related Party Transactions**

A note payable with a related party was entered into by the Company with an Officer of the Company for an amount of \$3,350,000, with no stated interest. An 8% interest rate was imputed. Interest is contributed to additional paid in capital rather than accrued. See note 7.

The company entered into a convertible note agreement dated July 1, 2012, with a related party for the sum of \$225,000. The note has a stated interest rate of 1.5% which is being accrued to the note. The note is convertible at any time determinable by the holder. See note 7.

The company entered into a joint venture through a limited liability partnership owning 40% equity. As part of this joint venture, the company sells fuel from the Cyber Fuels subsidiary to the joint venture.

See Note 5 for more information

**Note 11. Subsequent events**

In preparing the financial statements, the Company has evaluated events and transactions for potential recognition of disclosure through May 19, 2023, the date the financial statements were available to be issued.

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

## **Encounter Care Solutions, Inc. A Delaware Corporation**

2401 PGA BLVD., Suite 196  
Palm Beach Gardens, FL 33410

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www.encountercare.com  
billrobertson@encountercare.com  
3845 and 8082

## **Quarterly Report**

**For the period ending March 31, 2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

86,957,389 as of March 31, 2023

85,483,105 as of December 31, 2022

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

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

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

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

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

Encounter Care Solutions, Inc.  
Ecare Solutions, Inc. until November 13, 2000  
Backgenesis, Inc. until March 21, 2000  
Minimally Invasive Surgery Corporation until November 19, 1999  
Galaxy Ventures, Inc until June 23, 1998

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

December 12, 1996, Delaware, Active

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

None

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

None

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

2401 PGA BLVD., Suite 196  
Palm Beach Gardens, FL 33410

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

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

\_\_\_\_\_

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

\_\_\_\_\_

**2) Security Information**

**Transfer Agent**

Name: Pacific Stock Transfer  
Phone: 800-785-7782  
Email: malou@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy, Suite 300  
Las Vegas, Nevada 89119



**Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	ECSL	
Exact title and class of securities outstanding:	Common	
CUSIP:	278744-10-7	
Par or stated value:	\$.001	
Total shares authorized:	140,000,000	as of date: 03/31/2023
Total shares outstanding:	86,957,389	as of date: 03/31/2023
Total number of shareholders of record:	588	as of date: 03/31/2023

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

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

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

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	_____	
CUSIP (if applicable):	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding (if applicable):	_____	as of date: _____
Total number of shareholders of record (if applicable):	_____	as of date: _____

Exact title and class of the security:	_____
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CUSIP (if applicable): \_\_\_\_\_  
 Par or stated value: \_\_\_\_\_  
 Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total shares outstanding (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total number of shareholders of record  
 (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_

### **Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

Each outstanding share of common stock is entitled to one vote on corporate matters requiring a vote. Certain corporate matters, such as normal business operations are conducted by the officers of the corporation acting under direction of the board of directors. There are no other material rights of common shareholders.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

None issued

**3. Describe any other material rights of common or preferred stockholders.**

None

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any 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**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: 07/01/2020      Common: 72,147,380 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
08/14/2020	New Issuance	225,000	Common	.30	Yes	Joan Thomson	Cash	Restricted	144
08/14/2020	New Issuance	16,129	Common	.30	Yes	Richard Wolf Furstenburg	Cash	Restricted	144
07/14/2020	New Issuance	167,000	Common	.30	Yes	Nicholas E Tamposi	Cash	Restricted	144
09/02/2020	New Issuance	18,519	Common	.30	Yes	Richard Wolf Furstenburg	Cash	Restricted	144
09/02/2020	New Issuance	25,000	Common	.30	Yes	Brenda Patsy Smith	Cash	Restricted	144
09/29/2020	New Issuance	20,000	Common	.30	Yes	Richard Wolf Furstenburg	Cash	Restricted	144
10/29/2020	New Issuance	98,388	Common	.30	Yes	Mike Minko	Cash	Restricted	144
10/29/2020	New Issuance	32,259	Common	.30	Yes	Michael Schwartz	Cash	Restricted	144
01/07/2020	New Issuance	90,909	Common	.33	Yes	Michael Schwartz	Cash	Restricted	144
01/07/2021	New Issuance	20,303	Common	.33	Yes	Mike Minko	Cash	Restricted	144
01/07/2021	New Issuance	68,750	Common	.44	Yes	Stephen Zimmerman	Cash	Restricted	144
01/07/2021	New Issuance	35,986	Common	.44	Yes	Frank Yamrick Jr	Cash	Restricted	144
01/07/2021	New Issuance	25,000	Common	.44	Yes	David Porter	Cash	Restricted	144
01/20/2021	New Issuance	71,091	Common	.90	Yes	Robert Weiner	Cash	Restricted	144

02/08/2021	New Issuance	125,000	Common	.90	Yes	Nicholas E Tamposi	Cash	Restricted	144
03/09/2021	New Issuance	300,000	Common	.75	Yes	Kenneth B Pybus	Services	Restricted	144
03/09/2021	New Issuance	88,235	Common	.90	Yes	Kenneth Klipper	Cash	Restricted	144
03/15/2021	New Issuance	439,000	Common	.90	Yes	Howard Shaprio	Cash	Restricted	144
04/13/2021	New Issuance	55,556	Common	.90	Yes	Nicholas Tamposi	Cash	Restricted	144
04/13/2021	New Issuance	24,933	Common	.30	Yes	Grace Kuitula	Cash	Restricted	144
04/13/2021	New Issuance	55,556	Common	.90	Yes	Nicholas Tamposi	Cash	Restricted	144
04/13/2021	New Issuance	27,778	Common	.90	Yes	Donald Butler	Cash	Restricted	144
04/13/2021	New Issuance	55,556	Common	.90	Yes	Nicholas Tamposi	Cash	Restricted	144
04/13/2021	New Issuance	23,111	Common	.90	Yes	John Mehalko III	Cash	Restricted	144
04/13/2021	New Issuance	3,333	Common	.90	Yes	Alexis M Stults Chane	Cash	Restricted	144
04/13/2021	New Issuance	27,778	Common	.90	Yes	Craig Gruskowski	Cash	Restricted	144
04/13/2021	New Issuance	27,778	Common	.90	Yes	Kevin Nini	Cash	Restricted	144
04/15/2021	New Issuance	27,778	Common	.90	Yes	Donald Butler	Cash	Restricted	144
05/25/2021	New Issuance	50,000	Common	.60	Yes	Angela Ladewig	Cash	Restricted	144
05/25/2021	New Issuance	30,000	Common	.60	Yes	Adalijza Serrano Tavera	Cash	Restricted	144
06/04/2021	New Issuance	12,500	Common	.60	Yes	Stephen Zimmerman	Cash	Restricted	144
06/04/2021	New Issuance	3,000	Common	.70	Yes	Robert Good	Services	Restricted	144

06/04/2021	New Issuance	36,667	Common	.70	Yes	John Murray	Cash	Restricted	144
06/04/2021	New Issuance	4,750	Common	.30	Yes	George Van Kirk	Cash	Restricted	144
06/16/2021	New Issuance	35,714	Common	.70	Yes	Robert Good	Services	Restricted	144
06/16/2021	New Issuance	14,286	Common	.70	Yes	Frank Rappo	Cash	Restricted	144
06/16/2021	New Issuance	27,778	Common	.90	Yes	Anthony Alba	Cash	Restricted	144
06/16/2021	New Issuance	30,953	Common	.70	Yes	Michael Schwartz	Cash	Restricted	144
06/16/2021	New Issuance	55,953	Common	.70	Yes	Mike Minko	Cash	Restricted	144
08/05/2021	New Issuance	300,000	Common	.70	Yes	Robert Weiner	Cash	Restricted	144
08/05/2021	New Issuance	10,000	Common	.80	Yes	Christopher Rhodes	Cash	Restricted	144
08/09/2201	New Issuance	3,077	Common	.53	Yes	Tyler Tophoj	Cash	Restricted	144
08/09/2021	New Issuance	5,660	Common	.53	Yes	Emily Stults	Cash	Restricted	144
09/16/2021	New Issuance	74,627	Common	.40	Yes	Thomas Hixon	Cash	Restricted	144
09/16/2021	New Issuance	105,714	Common	.40	Yes	Thomas Hixon	Cash	Restricted	144
09/16/2021	New Issuance	436,154	Common	.40	Yes	Thomas Hixon	Cash	Restricted	144
09/16/2021	New Issuance	282,162	Common	.67	Yes	Thomas Hixon	Cash	Restricted	144
09/16/2021	New Issuance	90,909	Common	.80	Yes	Thomas Hixon	Cash	Restricted	144
10/20/2021	New Issuance	2,100,000	Common	.70	Yes	Howard Shapiro	Cash	Restricted	144
10/20/2021	New Issuance	142,858	Common	.70	Yes	Bjarne Bork	Cash	Restricted	144
11/01/2021	New Issuance	15,385	Common	.70	Yes	Michael Schwartz	Cash	Restricted	144

11/01/2021	New Issuance	28,571	Common	.70	Yes	Michael Schwartz	Cash	Restricted	144
11/01/2021	New Issuance	1,387	Common	.70	Yes	Tyler Norris Tophoj	Cash	Restricted	144
11/09/2021	New Issuance	13,699	Common	.70	Yes	Mike Minko	Cash	Restricted	144
02/22/2022	New Issuance	3,048,780	Common	.55	Yes	George Lorton	Cash	Restricted	144
02/22/2022	New Issuance	45,455	Common	.55	Yes	Howard Shapiro	Cash	Restricted	144
02/22/2022	New Issuance	136,363	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
02/22/2022	New Issuance	9,091	Common	.55	Yes	Robert Good	Cash	Restricted	144
02/22/2022	New Issuance	18,182	Common	.55	Yes	David Brannon	Cash	Restricted	144
02/23/2022	New Issuance	36,364	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/23/2022	New Issuance	118,182	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
02/23/2022	New Issuance	36,364	Common	.55	Yes	Larry Craig McCaskill	Cash	Restricted	144
02/23/2022	New Issuance	18,182	Common	.55	Yes	Daniel Griffeth	Cash	Restricted	144
02/23/2022	New Issuance	10,000	Common	.55	Yes	James Mitchell	Cash	Restricted	144
02/24/2022	New Issuance	13,636	Common	.55	Yes	Durham Barnes	Cash	Restricted	144
02/24/2022	New Issuance	36,364	Common	.55	Yes	Kirk Dravidzius	Cash	Restricted	144
02/24/2022	New Issuance	18,182	Common	.55	Yes	Todd Frank	Cash	Restricted	144
02/24/2022	New Issuance	9,091	Common	.55	Yes	Robert O Dare	Cash	Restricted	144
02/24/2022	New Issuance	9,091	Common	.55	Yes	Michael Good	Cash	Restricted	144
02/25/2022	New Issuance	27,273	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144

02/25/2022	New Issuance	18,182	Common	.55	Yes	Mike Minko	Cash	Restricted	144
02/25/2022	New Issuance	9,091	Common	.55	Yes	Robert Good	Cash	Restricted	144
02/25/2022	New Issuance	18,182	Common	.55	Yes	William Moline	Cash	Restricted	144
02/25/2022	New Issuance	7,273	Common	.55	Yes	George Van Kirk	Cash	Restricted	144
02/28/2022	New Issuance	21,818	Common	.55	Yes	Larry Craig McCaskill	Cash	Restricted	144
02/28/2022	New Issuance	45,455	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2022	New Issuance	18,182	Common	.55	Yes	David Brannon	Cash	Restricted	144
02/28/2022	New Issuance	27,642	Common	.55	Yes	William Edward Robertson	Cash	Restricted	144
02/28/2022	New Issuance	9,091	Common	.55	Yes	William Barth	Cash	Restricted	144
03/01/2022	New Issuance	90,909	Common	.55	Yes	Howard Shaprio	Cash	Restricted	144
03/01/2022	New Issuance	100,000	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
03/01/2022	New Issuance	18,182	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
03/01/2022	New Issuance	18,182	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
03/01/2022	New Issuance	41,818	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
03/07/2022	New Issuance	200,000	Common	.83	Yes	George Lorton	Cash	Restricted	144
03/11/2022	New Issuance	9,091	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
03/11/2022	New Issuance	18,182	Common	.55	Yes	William Moline	Cash	Restricted	144
03/11/2022	New Issuance	25,000	Common	.55	Yes	Hollye H Eubanks	Cash	Restricted	144

03/11/2022	New Issuance	25,000	Common	.55	Yes	Jimmy Lee Keeton	Cash	Restricted	144
03/11/2022	New Issuance	25,000	Common	.55	Yes	David Brian Porter	Cash	Restricted	144
03/24/2022	New Issuance	9,090	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
03/24/2022	New Issuance	18,182	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
03/24/2022	New Issuance	10,000	Common	.55	Yes	Kai Nelson	Cash	Restricted	144
03/29/2022	New Issuance	27,273	Common	.55	Yes	Howard Shapiro	Cash	Restricted	144
03/29/2022	New Issuance	9,091	Common	.55	Yes	Mike Minko	Cash	Restricted	144
03/29/2022	New Issuance	136,363	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
03/29/2022	New Issuance	18,182	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
03/29/2022	New Issuance	18,182	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
05/06/2022	New Issuance	9,091	Common	.55	Yes	Mike Minko	Cash	Restricted	144
05/06/2022	New Issuance	181,818	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
05/11/2022	New Issuance	751,220	Common	.55	Yes	George Lorton	Cash	Restricted	144
05/11/2022	New Issuance	10,000	Common	.55	Yes	Deborah Meltzer	Cash	Restricted	144
06/27/2022	New Issuance	18,182	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
06/27/2022	New Issuance	18,182	Common	.55	Yes	David Brannon	Cash	Restricted	144
06/27/2022	New Issuance	40,000	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
06/27/2022	New Issuance	100,000	Common	.55	Yes	Robert Good	Cash	Restricted	144
06/28/2022	New Issuance	9,091	Common	.55	Yes	Mike Minko	Cash	Restricted	144



06/28/2022	New Issuance	10,909	Common	.55	Yes	Durham Barnes	Cash	Restricted	144
06/28/2022	New Issuance	2,000	Common	.55	Yes	Kirk Dravidzius	Cash	Restricted	144
07/12/2022	New Issuance	9,091	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
07/12/2022	New Issuance	9,091	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
07/12/2022	New Issuance	97,030	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
07/12/2022	New Issuance	20,000	Common	.55	Yes	Trevor Bauer	Cash	Restricted	144
07/12/2022	New Issuance	20,000	Common	.55	Yes	Mark Oliver	Cash	Restricted	144
07/15/2022	New Issuance	4,546	Common	.55	Yes	Mike Minko	Cash	Restricted	144
07/15/2022	New Issuance	9,091	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
07/15/2022	New Issuance	30,682	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
07/15/2022	New Issuance	72,727	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
08/01/2022	New Issuance	18,182	Common	.55	Yes	Mike Minko	Cash	Restricted	144
08/01/2022	New Issuance	27,273	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
08/01/2022	New Issuance	19,000	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
08/01/2022	New Issuance	90,909	Common	.55	Yes	Nicholas E Tamposi	Cash	Restricted	144
08/01/2022	New Issuance	5,000	Common	.55	Yes	Clover Bragg	Cash	Restricted	144
08/05/2022	New Issuance	22,222	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
08/05/2022	New Issuance	8,000	Common	.55	Yes	Robert Good	Cash	Restricted	144

08/19/2022	New Issuance	45,455	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
08/19/2022	New Issuance	18,182	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
08/19/2022	New Issuance	18,182	Common	.55	Yes	David Brannon	Cash	Restricted	144
08/19/2022	New Issuance	18,000	Common	.55	Yes	David Barnhill	Cash	Restricted	144
08/25/2022	New Issuance	9,091	Common	.55	Yes	Mike Minko	Cash	Restricted	144
08/29/2022	New Issuance	9,091	Common	.55	Yes	Mike Minko	Cash	Restricted	144
09/08/2022	New Issuance	6,364	Common	.55	Yes	Mike Minko	Cash	Restricted	144
09/08/2022	New Issuance	10,000	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
09/08/2022	New Issuance	10,000	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
09/08/2022	New Issuance	40,000	Common	.55	Yes	Mark E Bernhard	Cash	Restricted	144
09/08/2022	New Issuance	5,455	Common	.55	Yes	Clover Bragg	Cash	Restricted	144
09/21/2022	New Issuance	18,182	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
09/21/2022	New Issuance	18,181	Common	.55	Yes	Richard Baray	Cash	Restricted	144
09/23/2022	New Issuance	300,000	Common	.55	Yes	Brian Pybus	Services	Restricted	144
10/05/2022	New Issuance	18,181	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
10/05/2022	New Issuance	47,272	Common	.55	Yes	Robert Good	Cash	Restricted	144
10/05/2022	New Issuance	14,545	Common	.55	Yes	Douglas B Clark	Cash	Restricted	144
10/18/2022	New Issuance	51,999	Common	.55	Yes	Robert Good	Cash	Restricted	144
11/01/2022	New Issuance	36,363	Common	.55	Yes	Thomas G Hixon	Cash	Restricted	144

11/01/2022	New Issuance	15,081	Common	.55	Yes	Mike Minko	Cash	Restricted	144
11/01/2022	New Issuance	21,817	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
11/01/2022	New Issuance	8,181	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
11/01/2022	New Issuance	56,726	Common	.55	Yes	Jack Ackerman	Cash	Restricted	144
11/01/2022	New Issuance	25,000	Common	.55	Yes	Mark E Bernhard	Cash	Restricted	144
11/08/2022	New Issuance	7,272	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
11/08/2022	New Issuance	15,545	Common	.55	Yes	Robert Good	Cash	Restricted	144
11/08/2022	New Issuance	10,000	Common	.55	Yes	Douglas B Clark	Cash	Restricted	144
11/08/2022	New Issuance	63,636	Common	.55	Yes	Steven Wilson	Cash	Restricted	144
11/08/2022	New Issuance	18,000	Common	.55	Yes	Nader Neshewat	Cash	Restricted	144
11/23/2022	New Issuance	14,545	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
11/23/2022	New Issuance	4,000	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
11/23/2022	New Issuance	19,999	Common	.55	Yes	Howard Good	Cash	Restricted	144
11/23/2022	New Issuance	18,181	Common	.55	Yes	Alice Axenfield Storm	Cash	Restricted	144
12/05/2022	New Issuance	9,090	Common	.55	Yes	Mike Minko	Cash	Restricted	144
12/05/2022	New Issuance	29,999	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
01/04/2023	New Issuance	28,999	Common	.55	Yes	Robert Good	Cash	Restricted	144
01/04/2023	New Issuance	10,000	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
01/09/2023	New Issuance	32,727	Common	.55	Yes	Brenda Patsy Smith	Cash	Restricted	144

01/09/2023	New Issuance	45,454	Common	.55	Yes	Alice Axenfield Storm	Cash	Restricted	144
01/09/2023	New Issuance	22,727	Common	.55	Yes	Hollye H Eubanks	Cash	Restricted	144
01/17/2023	New Issuance	100,000	Common	.45	Yes	Rodney Timms	Cash	Restricted	144
01/17/2023	New Issuance	400,000	Common	.50	Yes	Rodney Timms	Cash	Restricted	144
02/17/2023	New Issuance	18,181	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
02/17/2023	New Issuance	6,500	Common	.55	Yes	Robert Good	Services	Restricted	144
02/17/2023	New Issuance	10,909	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/17/2023	New Issuance	65,000	Common	.55	Yes	Juan Carlos Guilbe	Cash	Restricted	144
02/17/2023	New Issuance	10,909	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
02/24/2023	New Issuance	27,272	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
02/28/2023	New Issuance	25,000	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2023	New Issuance	12,000	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2023	New Issuance	19,000	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2023	New Issuance	19,355	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2023	New Issuance	55,455	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
03/09/2023	New Issuance	17,272	Common	.55	Yes	Mike Minko	Cash	Restricted	144
03/09/2023	New Issuance	23,636	Common	.55	Yes	Robert Weiner	Cash	Restricted	144

03/09/2023	New Issuance	312,072	Common	.55	Yes	William Edward Robertson	Cash	Restricted	144
03/09/2023	New Issuance	27,272	Common	.55	Yes	Jack Ackerman	Cash	Restricted	144
03/09/2023	New Issuance	27,272	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
03/09/2023	New Issuance	27,272	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
03/16/2023	New Issuance	63,636	Common	.55	Yes	Robert Good	Cash	Restricted	144
03/16/2023	New Issuance	18,182	Common	.55	Yes	Leanna C Oliver	Cash	Restricted	144
03/16/2023	New Issuance	9,091	Common	.55	Yes	Davis Oliver	Cash	Restricted	144
03/16/2023	New Issuance	9,091	Common	.55	Yes	Drake Oliver	Cash	Restricted	144
03/30/2023	New Issuance	30,000	Common	.55	Yes	Mike Schwartz	Cash		
Shares Outstanding on:  03/31/2023:	Ending Balance: 86,957,389  Common: 0  Preferred: 0								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

None

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

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.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

07/01/2012	246,962	225,000	33,344	07/01/2012	On Demand	Ronald W. Mills	Loan
06/30/2006	1,362,514	3,350,000	None	06/30/2022	None	Ronald W. Mills	Loan
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

The company entered into a convertible note agreement dated July 1, 2012, with a related party for the sum of \$225,000. The note has a stated interest rate of 1.5% which is being accrued to the note. The note is convertible at any time determinable by the holder. The note has an outstanding balance at March 31, 2023 of \$246,962.

A note payable with a related party was entered into by the Company with an Officer of the Company for an amount of \$3,350,000, with no stated interest. An 8% interest rate was imputed. Interest is contributed to additional paid in capital rather than accrued of \$92,481 for the period ended March 31, 2023. The loan is renewed on an annual basis. During the period ended March 31, 2023 the loan was repaid from in the amount of \$35,472.

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

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

The Issuer is currently an integrated healthcare company that operates its business through Healthcare Services Division. The Issuer is the parent company of a wholly owned subsidiary known as Building Blocks Pediatric Home Health. Building Blocks is a high-tech home care service exclusively for children, from infants to adolescents. BB's suite of services includes Skilled Nursing, Home Infusion, Home Medical Equipment, Managed Care, & Ancillary Services. Building Blocks has been included in the attached financial statements. The issuer has also started an energy division named Cyber Fuels a wholly owned subsidiary which focuses on the alternative fuels market. The issuer also formed a joint venture (Atlantic Gas Partners LLC) to operate a service station and convenience store using fuel supplied by Cyber Fuels.

B. List any subsidiaries, parent company, or affiliated companies.

Same as A

C. Describe the issuers' principal products or services.

A. Building Blocks Pediatric Home Health Services (BB) is a high-tech home care service exclusively for children, from infants to adolescents. BB's suite of services includes Skilled Nursing, Home Infusion, Home Medical Equipment, Managed Care, & Ancillary Services. The market opportunity for BB is enormous, and it has signed an important agreement with Kaiser Permanente and is expanding into the Northern California region. Cyberfuels Inc offers alternative fuel products such as Singular 96 and EMG 96. The company also currently sells fuel additives which are sold through their website [cyberfuelsinc.com](http://cyberfuelsinc.com) under the names Dynamo Octane Booster and Dynamo Cetane Booster. Additionally, the company has entered the onsite retail market with its dynamo product line. Encounter Care Solution, Inc. is a market and technological leader in providing comprehensive healthcare solutions that addresses numerous healthcare needs in today's dynamic and ever-changing market.

B. The Issuer has contracts with the following health insurance companies: Monarch, Memorial Health Services, Blue Shield, Universal Care, Aetna, Blue Cross, Pacific Care, Tri West, and Molina but there is no dependence on a single client.

## 5) Issuer's Facilities

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

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

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases. The Company operates a month-to-month lease in Florida for \$2,300 per month.

## 6) Officers, Directors, and Control Persons

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

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Ronald. W. Mills	Officer	Palm Beach Gardens, FL	1,424,068	Common	1.64	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

## 7) Legal/Disciplinary History

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

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

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

None

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

None

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Bruce Rosetto  
Address 1: 5100 Town Center Circle Suite 400  
Address 2: Boca Raton, FL 33486  
Phone: 561-955-7600  
Email: rosettob@gtlaw.com

### Accountant or Auditor

Name: K, Brian Pybus  
Firm: Pybus & Company Pa, CPAs  
Address 1: 900 SE Federal Highway Suite 309  
Address 2: Stuart, FL 34994  
Phone: 561-282-1870  
Email: brian@pybuscpa.com



## Investor Relations

Name: Bill Robertson  
Firm:  
Address 1: 2401 PGA Blvd., Suite 196  
Address 2: Palm Beach Gardens, FL 33410  
Phone: 604-837-3835  
Email: billrobertson@encountercare.com

### *All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

## Other Service Providers

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

Name:  
Firm:  
Nature of Services:  
Address 1:  
Address 2:  
Phone:  
Email:

## **9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: **K. Brian Pybus**  
Title: **Accountant**  
Relationship to Issuer: **Accountant**

Describe the qualifications of the person or persons who prepared the financial statements: The compiled financial statements were prepared by a certified public accountant (Florida), see compilation report issued with financials.

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Ronald W. Mills certify that:

1. I have reviewed this Disclosure Statement for Encounter Care Solutions, 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.

05/19/2023 [Date]

/s/Ronald W. Mills [CEO's Signature]

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

*Principal Financial Officer:*

I, [identify the certifying individual] certify that:

1. I have reviewed this Disclosure Statement for [identify issuer];
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.

\_\_\_\_ [Date]

\_\_\_\_ [CFO's Signature]

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