

# SUPPLEMENTAL DISCLOSURE FOR MATERIAL EVENTS

**October 25, 2023**

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## **DISCLOSURE OF MATERIAL EVENTS:**

### **1. A description of event(s) and relevant date(s) resulting in the material event.**

#### **Completed Acquisitions:**

On September 8, 2023, as previously announced, we completed the acquisition of Kimco Industries, Inc. (d/b/a KPOP 1004) a Florida Corporation. in exchange for 350,000 shares of WPFH unregistered common stock. Kimco currently has three retail locations (Ontario, CA; Las Vegas, NV; and San Francisco, CA) which includes the largest KPOP retail location in the United States (by square footage) and plans to open additional locations. Kimco reported gross revenues from operations of \$ 703,647 and \$ 1,490,793 for 2021 and 2022, respectively. Net profits before income taxes for the same periods was reported as \$29,701 and \$349,534. Gross revenue of \$746,488 was reported for the six months ended June 30, 2023.

On September 28, 2023, as previously announced, we closed on the acquisition of Distrito Boyle Heights (DBA Distrito Catorce) a California Corporation. We acquired all the outstanding stock in Distrito for 150,000 shares in WPFH. Distrito recently commenced operations but is fully operational.

These two acquisitions will be ground zero for testing new Vezbi technology and will give Vezbi complete control overactive, live businesses with the opportunity to develop, test and perfect its latest features, programs and offerings. Both businesses are going concerns with an active customer-base. Combined they will add approximately \$3M in gross revenues to WPFH's consolidated financials.

Initial plans for the retail Tech Lab include the development of sales and ordering kiosks, more integrated rewards and coupons, Vezbi Pay POS cash loading, and [Andale Pay](#) (Vezbi's international remittance service to over 300,000 locations throughout Latin America). Initial plans for the restaurant Tech Lab include reservations, table management, POS integrations, and parking and valet technology.

#### **Pending Acquisitions:**

##### **TELEMEDICINE**

On September 16, 2023, as previously announced, we signed a definitive agreement to acquire Virtual Health Holdings, Inc ("VHHI"), a Florida Corporation, in exchange for 6 million shares of restricted WPFH common stock, with an additional 4 million shares issuable based on certain milestones over the subsequent 24 months to acquire

the control vote of VHHI. VHHI has telemedicine operations in all 50 states and 37 countries, being the largest provider of telemedicine services in the Middle East.

WPF Holdings has chosen to make healthcare one of the first market sectors it develops under the Vezbi Super App and has made agreements to acquire in whole or part several other healthcare companies. The healthcare industry is one of the largest industries in the United States and we believe the Vezbi Super App can simplify and integrate medical information and services for consumers. Which will, in turn, help medical providers, insurers and related companies be able to focus more on patient care and remain bogged down by the technical hang-ups that have plagued the industry for years. Through the Vezbi Super App and the power of its cohesive integrations, we will be able to break through the “log jam” that the healthcare industry has struggled with as it tries to adapt to our growing digital world.

VHHI currently operates as a global virtual healthcare ecosystem centered around the CareClix Group of companies to provide the complete telehealth solution. The CareClix Group of companies consists of: CareClix Inc., CareClix Services, Inc., MyCareClix, Inc., CareClix Network PA and CareClix RPM, Inc., which are each a wholly owned subsidiary of VHHI”), Inc. VHHI and the CareClix Group of Companies have audited financial statements for each of the fiscal years ended December 31, 2019, 2020, 2021 and 2022.

### **The CareClix Group**

We acquired the CareClix Group in order to expand into the telemedicine and medical software services industry. The group of companies under the CareClix Group will operate as our wholly owned subsidiaries and include a telemedicine medical services company, a direct-to-consumer company, a software-as-a- platform company, and an RPM (remote patient monitoring) company.

#### **CARECLIX, INC.**

CareClix Inc is a cloud-based enterprise telehealth software development company which develops and supports the CareClix® Anywhere Virtual Care Management Platform. CareClix Inc mission is to improve healthcare delivery through increased ease, interoperability, data management, and patient engagement. The CareClix® Anywhere Telemedicine platform was first developed in 2012 by practicing physicians; and development continues to be overseen by active licensed physicians. This differentiates CareClix® from its competitors. Our doctor focused approach drives our success in creating a suite of tools that improve care access, coordination, cost and quality. The CareClix® platform seamlessly and modularly integrates popular EHRs, claims systems, e-prescription, diagnostic laboratories, payer eligibility, medical devices and patient education. Currently the CareClix® virtual care platform has been recognized worldwide as one of the most complete telehealth platforms for medical service providers. It has been ranked by KLAS and was selected as the premiere virtual care platform by the New York Medical Society, Dallas Medical Society, Northern Virginia Medical Society, San Bernadino Medical Society, and International Medical Society. CareClix, Inc provides the technical platform for the CareClix Group of companies and sells it as Software-As-A-Service (SaaS) globally.

#### **CARECLIX SERVICES, INC.**

CareClix Services, Inc is a virtual healthcare delivery company. CareClix Services Inc combines the CareClix software with our multinational, multispecialty medical network to offer virtual healthcare services to a wide variety of health care services such as insurers, employers, affinity groups, healthcare systems, provider groups and independent physicians. CareClix Services, Inc is a leader in custom multinational virtual medicine. Our customers mix-and-match from our portfolio of technologies, medical services, and integrations. CareClix® also matches the transparency to our customers or partner’s comfort level allowing them to seamlessly grow their practice, their brand, and their revenue. CareClix Services is trusted by some of the best names in healthcare with more than 20 million individuals in the U.S. and over 35 other countries having access to CareClix’ platform or services. Medical

services are provided by our affiliate medical group CareClix Network PA. CareClix Network PA is a well-established network of primary care and specialist physicians, and hospitals – including mental health – both in the US and internationally.

#### MYCARECLIX, INC.

My CareClix, Inc operates as a direct-to-consumer healthcare delivery company providing affordable care with concentration on patient safety and healthcare equity. MyCareClix is launching under the brand MyGuardianDoc™.™subscription fee, consumers in the US can have access to these services. We believe MyGuardianDoc™ can help reduce the healthcare equity gap and improve patient safety by providing a medical chaperone in an affordable and convenient way. MyCareClix has formed a Patient Safety and Care Equity Counsel whose purpose is to help relieve the pains caused by the current healthcare system leading to improved healthcare outcomes. By providing our Subscriber Households access to a physician, they can receive guidance, oversight, and care from a provider who has been trained to be sensitive to the needs of societal and racial minorities. Integration of the MyGuardianDoc™ medical delivery and medical chaperone system with the Vezbi Super App represents a potentially revolutionary innovation in medical care. An analysis of the MyGuardianDoc™ business model by an independent sales and marketing company projects that that company alone can generate more than a million subscribers within the first 12 months, or a total monthly recurring revenue of more than \$25 million.

#### CARECLIX RPM, INC.

CareClix RPM, Inc will develop and support technologies and services related to expanding the reach of medical services through Remote Patient Monitoring and Remote Therapeutic Monitoring. CareClix RPM will distribute and monitor FDA approved healthcare devices for remote patient monitoring, remote therapeutic monitoring, and chronic care management. Utilizing the CareClix platform to track and report monitored patient data, CareClix RPM, Inc will create turnkey solutions for providers seeking to start or expand their remote patient monitoring, data integration, remote therapeutic monitoring, or chronic care management programs. Anticipated to begin the second quarter of 2023, CareClix RPM will procure and distribute devices and offer a multi-lingual patient engagement team with qualified medical oversight and thorough reporting for billing and care plan administration.

CARECLIX NETWORK, PA is a Florida professional medical association affiliated with CareClix, Inc.. which has contracted with medical professionals to provide virtual healthcare consultations to patients on a global basis.

#### DIGITAL MARKETING

We have signed a binding term sheet to acquire all of the outstanding stock of BH Marketing Group d/b/a US Marketing Group (USMG), a California Corporation; for a combination of cash and common stock. The agreed upon purchase price will be 12 times USMG's 2023 EBITDA, which the parties estimate to be a Purchase Price of an amount equal to roughly \$84 million. We will pay \$30 million in cash to the shareholders of USMG when we have completed a planned secondary stock offering early in 2024. with the remainder of the total purchase price to be issued as restricted stock of WPFH.

USMG, based out of Encino, California, has established itself as one of digital marketing's most innovative full-service data marketing agencies offering fully compliant live leads, aged leads, Internet leads, marketing lists, mailing lists, opt-in email marketing, data append, telephone append, and customer database hygiene. They boast over 40 years of combined marketing experience. USMG has generated nearly \$12 million in total revenue with approximately \$7 million in operating profits for the last two years.

Our plan for USMG is two-fold: 1) Give WPFH an “in-house” digital marketing capability to market the various products and services of its subsidiaries and particularly the VHHI telemedicine and MyGuardianDoc™ offerings; and 2) Employ USMG technology and expertise to build an enhanced marketing platform within the Vezbi Super

App that complies with our commitment to never sell customer data. USMG's expertise in digital marketing, usage of proprietary software and commitment to high standards will allow Vezbi to create a sophisticated and seamless marketing platform within the Super App ecosystem. This marketing platform will allow for additional revenue generation from multiple revenue streams.

### **Joint Ventures and Partnerships.**

On October 3, 2023, as previously announced, we signed a joint agreement for the purposes of expanding the Vezbi Pay/Digital Payment System and money remittance system into Andale Pay™ with 300,000 locations throughout Latin America.

On October 4, 2023, we entered into a partnership agreement with Woohoo (aka Social Bank) to private label their digital payment system and allow for the use of Woohoo's backend and banking relationships. The partnership profits will be divided, with the exact split to be determined on several factors to be agreed.

With Andale Pay, Vezbi Super App users will be able to load and send funds from the United States to hundreds of thousands of pick-up locations throughout Latin America. This is the first step of many to help us create a comprehensive payment solution that fits the wants and needs of Latinos as well as other customer groups, both in the US and abroad,

### **2. A description of assets acquired and the names of the purchaser and seller of such assets (if applicable).**

All of the outstanding stock of Kimco Industries, Inc. was acquired from the Kimco shareholders. Kimco Industries operates KPOP stores out of three brick and mortar locations (Ontario, Las Vegas, San Francisco) along with e-commerce (which the operations of were acquired by Vezbi back in January 2023). Included is over \$3million worth of various KPOP inventory, from music to plushies to K-Beauty.

All of the outstanding stock of Distrito Catorce was acquired from its shareholders. Distrito is a small Mexican restaurant located in the Boyle Heights area of Los Angeles, CA. It is near to several prominent community locations where many Latino events are held, including El Volario, Dia de Los Muertos, etc. The restaurant includes a full liquor license. The restaurant was launched recently by seasoned restaurant professionals.

### **3. The name(s) of person(s) that participated in, assisted in, organized, or brokered the transaction between the purchaser and seller, resulting in the acquisition (if applicable).**

The transactions discussed were closed by the management of the participating companies and there were no brokers involved in the transactions.

### **4. A description of assets acquired in connection with the acquisition and the names of the purchaser and seller of such assets (if applicable).**

See Item 2 above.

### **Certification:**

October 25, 2023

/s/ Eddie Kwong  
Secretary