

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

EMERGENT HEALTH CORP.

(A Wyoming Corporation)

519 8th Avenue, 25th Floor

New York, NY 10018

786-369-9696

www.emergenthealthcompany.com

SIC Code: 5961

Quarterly Report

For the Period Ending: September 30, 2023

(the Reporting Period)

As of December 14, 2023, the number of shares outstanding of our Common Stock was:
426,951,112 common shares issued and outstanding.

As of December 31, 2022, the number of shares outstanding of our Common Stock was:
260,585,111 common shares issued and outstanding.

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

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

INFORMATION AND DISCLOSURE STATEMENT

All information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The enumerated items and captions contained herein correspond to the format as set forth in that rule.

Forward-looking Statements

This Information and Disclosure Statement contains various “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Forward-looking statements represent the Company’s expectations or beliefs concerning future events. The words “believe,” “expect,” “anticipate,” “intend,” “estimate,” “project” and similar expressions are intended to identify forward-looking statements. The Company cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements, including without limitations, the factors described in this Information and Disclosure Statement.

Investors are cautioned not to place undue reliance on such forward-looking statements because they speak only of the Company’s views as of the statement dates. Although the Company has attempted to list the important factors that presently affect the Company’s business and operating results, the Company further cautions investors that other factors may in the future prove to be important in affecting the Company’s results of operations. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

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.

Emergent Health Corp.

Predecessor: Rolling Stone Retirement Community, Inc., name changed to that of issuer via amended Certificate of Incorporation dated May 18, 2007

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):

Emergent Health Corporation was incorporated in Nevada on April 27, 2006, and was reincorporated in Wyoming on March 31, 2018.

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

On September 30, 2009, the SEC issued a suspension of trading of the Issuer’s securities for 10 days. After the 10-day suspension, the Issuer’s securities resumed trading on what is known as the “Grey Market”.

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

Notification to FINRA of Corporate Action for reverse split of common stock at a ratio of 5,000 old shares of common stock for 1 share of new common stock was submitted on or about August 3, 2023, and awaiting effectiveness.

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

519 8th Avenue, 25th Floor
New York, NY 10018

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

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

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

Yes: No:

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

None

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer Co., Inc.

Phone: 732-872-2727

Email: transferagent@oldemonmouth.com

Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

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:	EMGE
Exact title and class of securities outstanding:	Common Stock
CUSIP:	29100Q 30 8
Par or stated value:	\$0.001 par value
Total shares authorized:	7,500,000,000 as of December 14, 2023
Total shares outstanding:	426,951,112 as of December 14, 2023

Total number of shareholders of record: 132 as of December 14, 2023

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.

Trading symbol: None
Exact title and class of securities outstanding: Series A Preferred Stock
CUSIP: None
Par or stated value: \$0.001
Total shares authorized: 100 as of date: December 14, 2023
Total shares outstanding: 100 as of date: December 14, 2023
Total number of shareholders of record: 2 as of date: December 14, 2023

Trading symbol: None
Exact title and class of securities outstanding: Series B Convertible Preferred Stock
CUSIP: None
Par or stated value: \$0.001
Total shares authorized: 20,500,000 as of date: December 14, 2023
Total shares outstanding: 20,500,000 as of date: December 14, 2023
Total number of shareholders of record: 5 as of date: December 14, 2023

Trading symbol: None
Exact title and class of securities outstanding: Series C Convertible Non-Voting Preferred Stock
CUSIP: None
Par or stated value: \$0.001
Total shares authorized: 15,000,000 as of date December 14, 2023
Total shares outstanding: 5,600,000 as of date: December 14, 2023
Total number of shareholders of record: 10 as of date: December 14, 2023

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.

The holders of our common stock currently have (a) equal ratable rights to dividends from funds legally available therefore, when, as and if declared by our Board of Directors; (b) are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of our company; (c) do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights

applicable thereto; and (d) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote. Our Bylaws provide that, at all meetings of the shareholders for the election of directors, a plurality of the votes cast shall be sufficient to elect. On all other matters, except as otherwise required by Wyoming law or our Articles of Incorporation, as amended, a majority of the votes cast at a meeting of the shareholders shall be necessary to authorize any corporate action to be taken by vote of the shareholders.

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

Class A Preferred Shares have no dividend or conversion rights. The holder(s) of the Series A shares shall as a class have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (i) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (ii) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that has voting rights may, if required, extend to a number of votes in excess of the total number of shares authorized. In the event of liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holder(s) of the Series A shares will be entitled to receive out of the assets of the Company, prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other class of preferred stock or the Common Stock, the amount of \$100.00 per share, and will not be entitled to receive any portion of the remaining assets of the Company except by reason of ownership of shares of any other class of the Company's stock.

Series B Convertible Preferred Stock have no voting rights prior to conversion and are not entitled to any manner of liquidation preference payment. Each share of Series B Convertible Preferred Stock is convertible into twenty (20) shares of the Company's common stock at any time after the first anniversary of issuance. On November 17, 2021, the Board of Directors voted to restate the terms of conversion of the Company's Series B Convertible Preferred Stock to a conversion rate of twenty (20) shares of common stock for every one (1) share of Series B Convertible Stock converted. The original terms included a conversion rate of one (1) share of common stock for every one (1) share of Series B Convertible Stock converted.

Series C Convertible Non-Voting Preferred Stock have no voting rights prior to conversion and are entitled to dividends and liquidation payments *pari passu* with Common Stock except that the dividend or liquidation payment on each share of Series C Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid or liquidation payment on each share of Common Stock multiplied by the Conversion Rate. No share of Series C Convertible Preferred Stock shall be converted into shares of Common Stock prior to January 1, 2024. Effective January 1, 2024, all issued and outstanding shares of Series C Convertible Preferred Stock shall be converted into shares of Common Stock at the Conversion Rate of one hundred (100) shares for every one (1) share of Series C Convertible Preferred Stock.

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

None

4. Describe any material modifications to the rights of the 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 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.						
<p style="text-align: center;"><u>Opening Balance</u></p> <p>Date December 31, 2022</p> <p>Common: 260,851,111</p> <p>Preferred: Series A 100</p> <p style="margin-left: 20px;">Series B 20,500,000</p> <p style="margin-left: 20px;">Series C 3,000,000</p>									
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.
September 4, 2021	Issuance	900,000	Series C Preferred	.001	No	Leonard Tucker, LLC. – Leonard Tucker	Services Provided	Restricted	4(a)(2)
September 4, 2021	Issuance	900,000	Series C Preferred	.001	No	Frank Magliochetti	Services Provided	Restricted	4(a)(2)
September 4, 2021	Issuance	900,000	Series C Preferred	.001	No	John V. Cappello	Services Provided	Restricted	4(a)(2)
September 4, 2021	Issuance	300,000	Series C Preferred	.001	No	Cimarron Capital, Inc. – Peter Aiello	Services Provided	Restricted	4(a)(2)
December 28, 2021	Issuance	900,000	Series C Preferred	.001	No	Adam Brooks	Acquisition Agreement	Restricted	4(a)(2)
December 28, 2021	Issuance	300,000	Series C Preferred	.001	No	Christine Arenalla	Acquisition Agreement	Restricted	4(a)(2)

December 28, 2021	Issuance	900,000	Series C Preferred	.001	No	Emerging Capital Strategies, Ltd – James W Zimble	Acquisition Agreement	Restricted	4(a)(2)
January 28, 2022	Issuance	5,000,000	common	.01	Yes	Geneva Roth Remark Holdings, Inc. – Curt Kramer	Stock Subscription	Unrestricted	Reg A
February 7, 2022	Issuance	5,000,000	common	.01	Yes	Proactive Capital Partners, LP. – Jeff Ramson	Stock Subscription	Unrestricted	Reg A
February 15, 2022	Issuance	5,000,000	common	.01	Yes	Citta Alta Capital, Inc. – Craig Coaches	Stock Subscription	Unrestricted	Reg A
April 20, 2022	Issuance	2,500,000	common	.01	No	Corain McGinn	Services Provided	Restricted	4(a)(2)
April 20, 2022	Issuance	250,000	common	.01	No	Jim Stahl	Services Provided	Restricted	4(a)(2)
June 30, 2022	Issuance	7,500,000	common	.01	No	Silverback Corporation - Gillian Gold	Stock Subscription	Unrestricted	Reg A
June 30, 2022	Issuance	3,500,000	common	.01	No	Efrat Investments, LLC. - Pinny Rotter	Stock Subscription	Unrestricted	Reg A
June 30, 2022	Issuance	5,000,000	common	.01	No	Crosslake Capital, LLC. – George Choi	Stock Subscription	Unrestricted	Reg A
July 6, 2022	Issuance	7,500,000	Common	.01	No	Silverback Capital Corporation – Gillian Gold	Stock Subscription	Unrestricted	Reg A
July 6, 2022	Issuance	6,000,000	Common	.01	No	Geneva Roth Remark Holdings, Inc., - Curt Kramer	Stock Subscription	Unrestricted	Reg A
July 7, 2022	Issuance	4,500,000	Common	.01	No	Efrat Investments LLC – Pinny Rotter	Stock Subscription	Unrestricted	Reg A
July 7, 2022	Issuance	7,500,000	Common	.01	No	Silverback Capital Corporation – Gillian Gold	Stock Subscription	Unrestricted	Reg A
July 8, 2022	Issuance	5,000,000	Common	.01	No	Boot Capital LLC – Peter Rosten	Stock Subscription	Unrestricted	Reg A
July 8, 2022	Issuance	6,000,000	Common	.01	No	Silverback Capital Corporation – Gillian Gold	Stock Subscription	Unrestricted	Reg A
July 8, 2022	Issuance	5,000,000	Common	.01	No	Geneva Roth Remark Holdings, Inc., - Curt Kramer	Stock Subscription	Unrestricted	Reg A
July 15, 2022	Cancellation	450,000	Series C Preferred	.001	No	Parcae Capital Corp/Frank Magliochetti	Share buy back	n/a	n/a
July 15, 2022	Cancellation	450,000	Series C Preferred	.001	No	Leonard Tucker, LLC	Share buy back	n/a	n/a
July 21 2022	Issuance	6,500,000	Common	.01	No	Efrat Investments, LLC. - Pinny Rotter	Stock Subscription	Unrestricted	Reg A

July 25, 2022	Issuance	6,000,000	Common	.01	No	GW Capital Ventures, LLC – Noah Weinsten	Stock Subscription	Unrestricted	Reg A
August 1, 2022	Cancellation	250,000	Series B Preferred	.004	No	Christine Arenalla	Preferred Stock Conversion	Restricted	
August 1, 2022	Issuance	5,000,000	Common	.0002	No	Christine Arenalla	Preferred Stock Conversion	Unrestricted	4(a)(1)
August 1, 2022	Cancellation	250,000	Series B Preferred	.004	No	Cimarron Capital, Inc., - Peter Aiello	Preferred Stock Conversion	Restricted	
August 1, 2022	Issuance	5,000,000	Common	.0002	No	Cimarron Capital, Inc., - Peter Aiello	Preferred Stock Conversion	Unrestricted	4(a)(1)
August 1, 2022	Cancellation	250,000	Series B Preferred	.004	No	Leonard Tucker, LLC – Leonard Tucker	Preferred Stock Conversion	Restricted	
August 1, 2022	Issuance	5,000,000	Common	.0002	No	Leonard Tucker, LLC – Leonard Tucker	Preferred Stock Conversion	Unrestricted	4(a)(1)
August 1, 2022	Cancellation	250,000	Series B Preferred	.004	No	Lori Teper	Preferred Stock Conversion	Restricted	
August 1, 2022	Issuance	5,000,000	Common	.0002	No	Lori Teper	Preferred Stock Conversion	Unrestricted	4(a)(1)
August 1, 2022	Cancellation	250,000	Series B Preferred	.004	No	HAR Irrevocable Trust – Sharon McNeil Trustee	Preferred Stock Conversion	Restricted	
August 1, 2022	Issuance	5,000,000	Common	.0002	No	HAR Irrevocable Trust – Sharon McNeil Trustee	Preferred Stock Conversion	Unrestricted	4(a)(1)
August 1, 2022	Issuance	1,500,000	Series C Preferred		No	Regen Biowellness, Inc., James Morrison	Acquisition of Regen Biowellness Assets	Restricted	4(a)(2)
August 1, 2022	Issuance	750,000	Series C Preferred		No	James W. Zimble	Acquisition of Evolutionary Biologics, Inc.	Restricted	4(a)(2)
August 1, 2022	Issuance	750,000	Series C Preferred		No	James Morrison	Acquisition of Evolutionary Biologics, Inc.	Restricted	4(a)(2)
November 10, 2022	Issuance	10,000,000	Common	.01	No	Marvin Segel	Services Provided	Restricted	4(a)(2)
January 27, 2023	Issuance	12,500,000	Common	.03	No	Arin, LLC -	Stock Subscription	Unrestricted	Reg A
February 12, 2023	Issuance	72,600,000	Common	.01	No	Sanguine Group, LLC – Robert DuPurton	Penalty on Default Note	Restricted	
February 14, 2023	Issuance	13,500,000	Common	.003	No	GW Capital Ventures, LLC – Noah Weinsten	Stock Subscription	Unrestricted	Reg A
February 14, 2023	Issuance	10,000,000	Common	.003	No	BHP Capital NY, Inc. – Bryan Pantofel	Stock Subscription	Unrestricted	Reg A
February 17, 2023	Issuance	14,166,667	Common	.003	No	Arin, LLC – Adam Ringer	Stock Subscription	Unrestricted	Reg A
February 21, 2023	Issuance	13,333,334	Common	.003	No	BHP Capital NY, Inc. – Bryan Pantofel	Stock Subscription	Unrestricted	Reg A
February 22, 2023	Issuance	10,000,000	Common	.01	No	Charles McMenamin	Services Provided	Restricted	4(a)(2)

Shares Outstanding on Date of This Report:	
<u>Ending Balance</u>	<u>Ending</u>
<u>Balance:</u>	
Date	September 30, 2023,
Common:	426,951,112
Preferred:	Series A 100
	Series B 20,500,000
	Series C 5,600,000

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019, through June 30, 2021 pursuant to the tabular format above.

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

n/a

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.)
August 26, 2021	\$300,000	\$300,000	\$0	August 26, 2022	Payee shall have the right to convert any amount due under this Note into shares of any qualified Regulation A Offering Statement of the Company during the term of the Offering.	Cimarron Capital, Inc. – Peter Aiello	Loan
August 26, 2021	\$200,000	\$200,000	\$0	August 26, 2022	Payee shall have the right to convert any amount due under this Note into shares of any qualified Regulation A Offering Statement of the Company during the term of the Offering.	Christine Arenella	Loan
June 6, 2022	\$264,000	\$264,000	10%	June 6, 2023	Payee shall have the right to convert any amount due under this Note, as price equal to a discount of 25% to any subsequent offering closed by the Company.	Clayton A, Stuve	Loan
August 17, 2022	\$250,000	\$250,000	5%	Demand after February 17, 2023, or August 2023	No conversion rights	Emerging Growth Strategies, Ltd., - James W. Zimbler	Loan

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

n/a

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).

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

Emergent Health Corp. develops and sells regenerative medicine, nutraceuticals, and phytonutritionals. Its products comprise Vita-Stim, a nutrient that enhances the immune system, nourishes stem cells, and maintains health; Neuvitale, which nourishes stem cells and acts as a methyl donor to protect DNA; Hungarest, a diet aid that controls appetite in the brain and stomach; EmergentO2, water oxygenator, which increases oxygen in the blood stream; and products for reducing facial wrinkles. The company distributes its products through health food stores, pharmacies, online and various other retail outlets throughout the United States and internationally. PharmaZu, an Emergent subsidiary, is a pure play, e-commerce products and service provider focused on the pet pharmacy, vet telehealth and pet wellness businesses. Emergent does not claim any of its products are approved by the FDA to diagnose, treat, cure or prevent any disease.

B. Please list any subsidiaries, parents, or affiliated companies.

The Company has the following subsidiaries,
Emergent Medical Foods, Inc., a Wyoming corporation incorporated on April 4, 2019,
Emergent OTC Products, Inc., a Wyoming corporation incorporated on August 1, 2019,
PharmaZu, Inc., a Florida corporation incorporated on December 28, 2021.
The Company acquired the assets and certain liabilities of Regen Biowellness, Inc. on August 2, 2022,
Evolutionary Biologics, Inc., a Delaware corporation, acquired on August 15, 2022,

C. Describe the issuers' principal products or services.

Emergent Health Corp. develops and sells regenerative medicine, nutraceuticals, and phytonutritionals. Its products comprise Vita-Stim, a nutrient that enhances the immune system, nourishes stem cells, and maintains health; Neuvitale, which nourishes stem cells and acts as a methyl donor to protect DNA; Hungarest, a diet aid that controls appetite in the brain and stomach; EmergentO2, water oxygenator, which increases oxygen in the blood stream; and products for reducing facial wrinkles. The company distributes its products through health food stores, pharmacies, online and various other retail outlets throughout the United States and internationally.

PharamaZu, Inc., Emergent Medical Foods, Inc., and Emergent OTC Products, Inc., are currently not operating.

Recent Events

Reverse Split. In August 2023, the Board of Directors and holders of a majority of the voting power of our company approved a reverse split at a ratio of up to 1-for-5,000. We are pursuing approval of such a reverse split from FINRA. However, we are unable to predict when FINRA will approve such a reverse split.

Corporate Name Change. In August 2023, we changed our corporate name to “Apollo Biowellness, Inc.” However, we in the process of changing our corporate name back to “Emergent Health Corp.”

Letter of Intent. In December 2023, we entered into a non-binding letter of intent (the “LOI”) with Accredited Solutions, Inc., a publicly traded company (symbol: ASII). The LOI contemplates a sale of certain of our assets, including Evolutionary Biologics, Inc., Nanostehic, Inc., Nanogistics, Inc., and the brand Maximus Men's Health to ASII, in exchange for a new class of preferred stock of ASII that would equate to an equity ownership of not less than 80% of ASII. The corporate structure of the proposed transaction and other relevant terms have not yet been finalized. The LOI contemplates that the transaction would close early in the first quarter of 2024. However, there is no guarantee that such will be the case.

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.

Business is conducted from the executive office which maintains and services our corporate websites.

The Company sub-leases on a month-to-month basis three offices located at 519 8th Avenue, 25th floor, New York, NY 10018. The offices serve as the Executive and Corporate office of the Company and in addition Evolutionary Biologics, Inc., a wholly owned subsidiary, conducts sales from the offices.

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 issuer’s 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.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Eocine Management Advisors, Inc.	James W. Zimble, Director and owner of more than 5% voting	2121 Bethel Road Columbus, OH 43220	66.67 3,100,000	Series A Preferred Stock Series C Non-Voting Convertible Preferred Stock ²	66.67 15.5%	Series A Preferred Shares gives the Estate of John Capello, along with Eocine Management Advisors, Inc. voting control over the Company
Regen Biowellness, Inc.	Controlled by Jim Morrison, President and Director and James W. Zimble, Director	225 W34th Street 9 th Floor New York, NY 10001	1,500,000	Series C Non-Voting Convertible Preferred Stock	7.5%	Regen Biowellness will distribute the shares of the Series C Non-Voting Convertible Stock to the seven shareholders of Regen Biowellness at the appropriate time
Always Had A Vision LLC	Jim Morrison is the Control Person and President and Director of the Company	225 W34th Street 9 th Floor New York, NY 10001	3,450,000	Series C Non-Voting Convertible Preferred Stock	17.25%	
Sandy Lipkins		1 Marine Plaza Suite 305A North Bergen, NJ 07047	2,300,000	Series C Non-Voting Convertible Preferred Stock	11.5%	
Lance Liberti and Kimblery Liberti		10006 Cross Creek Blvd #205 Tampa, FL 33647	1,750,000	Series C Non-Voting Convertible Preferred Stock	8.75%	
The Sanguine Group, LLC	Robert DuPurton	6231 PGA Blvd Suite 104-750 Palm Beach Gardens, FL 33418	2,200,000	Series C Non-Voting Convertible Preferred Stock	11%	
Clayton Struve		145 W. Jackson Blvd. Suite 440 Chicago, IL 60604	2,200,000	Series C Non-Voting Convertible Preferred Stock	11%	
Estate of John Capello	Owner of more than 5%	20104 Valley Forge Circle King of Prussia, PA 19406	33.33 900,000	Series A Preferred Stock Series C Non-Voting	33.33% 4.5%	Series A Preferred Shares gives the Estate of John Capello, along with Eocine Management Advisors, Inc. voting

² Percentages for the Series C non-Voting Convertible Preferred Stock is based on a total of 20,000,000 shares issued and outstanding. The Series C Anti-Dilution Rights shall be pro-rata to the holder's ownership of the Series C Preferred Stock. Our company agrees to assure that the holders of the Series C Preferred Stock shall have and maintain, at all times, full ratchet anti-dilution protection rights as to the total number of issued and outstanding shares of our common stock and preferred stock from time to time, at the rate of 80%, calculated on a fully-diluted basis.

				Convertible Preferred Stock		control over the Company
--	--	--	--	-----------------------------	--	--------------------------

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.

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

Securities Counsel

Name: Eric Newlan
Firm: Newlan Law Firm, PLLC
Address 1: Flower Mound, Texas 75022
Phone: (940) 367-6154
Email: newnewesq@gmail.com

Accountant or Auditor

Name: Jona Barnes
Firm: Mallett & Barnes Tax Service
Address 1: 6136 Mission Gorge Road, Suite 125
Address 2: San Diego, CA 92120
Phone: (619) 326-0840
Email: Jona@mbtax1.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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:

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)³:

Name: Jona Barnes, Mallett & Barnes Tax Service
Title: Partner
Relationship to Issuer: Outside Accountant

Provide the financial statements described below 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. Balance Sheet
- b. Statement of Income;
- c. Statement of Cash Flows;
- d. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- e. Financial notes;
- f. Audit letter, if audited

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, Jim Morrison certify that:

1. I have reviewed this Disclosure Statement for Emergent Health Corp.:

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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.

December 14, 2023 [Date]

/s/ Jim Morrison [CEO's Signature]
(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

Principal Financial Officer:

I, James W. Zimbler certify that:

1. I have reviewed this Disclosure Statement for Emergent Health Corp.:
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.

December 14, 2023 [Date]

/s/ James W. Zimbler [CFO's Signature]
(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

Compilation Report on Consolidated Financial Statements of

Emergent Health Corporation and Subsidiaries

*as of the Nine months of September 30, 2023 and
for the year ended December 31, 2022*

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Emergent Health Corporation
Consolidated Balance Sheets
as of,

	September 30, 2023, (unaudited)	December 31, 2022 (unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 75,580	13,258
Note receivable, net	-	250,000
Investment in subsidiary	305,404	334,390
Other asset	35,000	35,000
Interest receivable	1,250	-
Total current assets	417,234	632,648
Other assets:		
Intangible, net	91,065	106,065
Deposit on equipment	50,000	50,000
Security deposit	\$ 1,500	1,500
Total other assets	142,565	157,565
Total assets	\$ 559,799	\$ 790,213
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$ 208,522	\$ 183,522
Accrued interest	77,753	4,167
Accrued expenses	268,927	-
Notes payable, net of discount	1,369,800	919,400
Notes payable, related parties	732,500	742,500
Total current liabilities	2,657,502	1,849,589
Shareholders' Deficit:		
Series A Preferred Stock, \$ 0.001 par value; 100 shares authorized; 100 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively.	-	-
Series B Preferred Stock, \$ 0.001 par value; 25,000,000 shares authorized; 23,500,000 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively.	20,500	20,500
Series C Preferred Stock, \$ 0.001 par value; 15,000,000 shares authorized; 5,600,000 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively.	5,600	5,600
Common stock, \$ 0.001 par value; 7,500,000,000 shares authorized; 426,951,112 and 260,851,111 shares issued and outstanding at December 31, 2022 and 2021, respectively.	426,951	260,851
Additional paid-in capital	2,041,739	1,874,739
Noncontrolling interest in consolidated subsidiaries	85,349	85,457
Accumulated deficit	(4,677,842)	(3,306,523)
Total shareholders' deficit	(2,097,703)	(1,059,376)
Total liabilities and shareholders' deficit	\$ 559,799	\$ 790,213

See accompanying accountant's compilation report. The accompanying notes are an integral part of these consolidated financial statements.

Emergent Health Corporation
Consolidated Statements of Operations

	For the Three Months ended September 30, 2023 <u>(Unaudited)</u>	For the Three Months ended September 30, 2022 <u>(Unaudited)</u>	For the Nine Months ended September 30, 2023 <u>(Unaudited)</u>	For the Nine Months ended September 30, 2022 <u>(Unaudited)</u>
Sales	\$ 560,449	\$ 185,471	\$ 1,300,810	\$ 201,210
Cost of Goods Sold	<u>211,896</u>	<u>73,347</u>	<u>434,352</u>	<u>142,965</u>
Gross Profit (Loss)	348,554	112,124	866,459	58,245
Operating expenses:				
General and administrative	182,726	183,046	652,024	310,447
Sales Commissions	100,662	68,624	245,474	71,884
Consulting	684,607	382,922	1,088,600	636,051
Professional fees	60,489	9,111	89,630	155,135
Research and development	-	7,986	17,006	8,586
Total operating expenses	<u>1,028,484</u>	<u>651,689</u>	<u>2,092,734</u>	<u>1,182,103</u>
Loss from operations	<u>(679,930)</u>	<u>(539,565)</u>	<u>(1,226,275)</u>	<u>(1,123,858)</u>
Other income (expense):				
Interest income	-	1,250	1,250	3,750
Interest expense	(46,079)	-	(73,586)	-
Penalty fees	-	-	(72,600)	-
Total other income (expense)	<u>(46,079)</u>	<u>1,250</u>	<u>(144,936)</u>	<u>3,750</u>
Net loss before noncontrolling interest	<u>\$ (726,009)</u>	<u>\$ (538,315)</u>	<u>\$ (1,371,211)</u>	<u>\$ (1,120,108)</u>
Net loss attributable to noncontrolling interest	36	645	108	1,390
Net loss	<u>\$ (726,045)</u>	<u>\$ (537,670)</u>	<u>\$ (1,371,319)</u>	<u>\$ (1,118,718)</u>
Net loss per share - basic	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Net loss per share - diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Weighted average shares outstanding - basic	<u>390,777,420</u>	<u>190,851,111</u>	<u>390,777,420</u>	<u>190,851,111</u>
Weighted average shares outstanding - diluted	<u>421,777,530</u>	<u>221,851,221</u>	<u>421,777,530</u>	<u>221,851,221</u>

See accompanying accountant's compilation report. The accompanying notes are an integral part of these consolidated financial statements.

Emergent Health Corporation
Consolidated Statements of Changes in Stockholders' Equity

	Preferred Stock Series A Shares	Preferred Stock Series A Amount	Preferred Stock Series B Shares	Preferred Stock Series B Amount	Preferred Stock Series C Shares	Preferred Stock Series C Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Noncontrolling Interest	Earnings (Deficit) Accumulated	Total
Balance, December 31, 2021	100	\$ -	25,000,000	\$ 25,000	-	\$ -	58,101,111	\$ 58,101	\$ 1,072,424	\$ 86,847	\$ (1,199,073)	\$ 43,299
Shares issued	-	-	-	-	6,500,000	6,500	202,750,000	202,750	1,046,533	-	-	1,255,783
Shares redeemed	-	-	(4,500,000)	(4,500)	(900,000)	(900)	-	-	(244,218)	-	-	(249,618)
Net loss of noncontrolling interest, December 31, 2021	-	-	-	-	-	-	-	-	-	(1,390)	-	(1,390)
Net loss, December 31, 2021	-	-	-	-	-	-	-	-	-	-	(2,107,450)	(2,107,450)
Balance, December 31, 2022	100	\$ -	20,500,000	\$ 20,500	5,600,000	\$ 5,600	260,851,111	\$ 260,851	\$ 1,874,739	\$ 85,457	\$ (3,306,523)	\$ (1,059,376)
Shares issued	-	-	-	-	-	-	83,500,001	83,500	167,000	-	-	250,500
Shares issued for services	-	-	-	-	-	-	10,000,000	10,000	-	-	-	10,000
Shares issued for penalty on notes payable	-	-	-	-	-	-	72,600,000	72,600	-	-	-	72,600
Shares redeemed	-	-	-	-	-	-	-	-	-	-	-	-
Net loss of noncontrolling interest, December 31, 2021	-	-	-	-	-	-	-	-	-	(108)	-	(108)
Net loss, September 30, 2023	-	-	-	-	-	-	-	-	-	-	(1,371,319)	(1,371,319)
Balance, September 30, 2023	100	\$ -	20,500,000	\$ 20,500	5,600,000	\$ 5,600	426,951,112	\$ 426,951	\$ 2,041,739	\$ 85,349	\$ (4,677,842)	\$ (2,097,703)

See accompanying accountant's compilation report. The accompanying notes are an integral part of these consolidated financial statements.

Emergent Health Corporation
Consolidated Statements of Cash Flows

	For the Nine Months ended September 30, 2023	For the Nine Months ended September 30, 2022
Cash flows from operating activities		
Net loss	\$ (1,371,211)	\$ (1,118,718)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accrued interest, notes payable	73,586	-
Amortization	15,000	15,000
Bad debt	90,000	
Stock based penalty on notes payable	72,600	
Stock based compensation	10,000	-
Changes in operating assets and liabilities:		
Notes receivable	160,000	-
Interest receivable	(1,250)	
Inventories	-	69,618
Accounts payable	(19,815)	119,151
Accrued expenses	342,513	-
Net cash used in operating activities	(628,578)	(914,949)
Cash flows from investing activities		
Equipment purchases	-	(50,000)
Advances on acquisitions	-	(455,452)
Intangible assets	-	(26,065)
Investment in subsidiary	-	(1,500)
Net cash provided by investing activities	-	(533,017)
Cash flows from financing activities		
Payments from notes payable, related parties	(219,600)	(124,405)
Proceeds from notes payable, related parties	660,000	455,000
Proceeds from issuance of common stock	250,500	934,446
Net cash provided by financing activities	690,900	1,265,041
Net increase (decrease) in cash	62,322	(182,925)
Cash at beginning of period	13,258	240,043
Cash at end of period	<u>\$ 75,580</u>	<u>\$ 57,118</u>
Supplemental Cash Flow Information:		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash investing and financing information:		
Common stock issued in conversion of penalty on default of notes payable	<u>\$ 72,600</u>	<u>\$ -</u>
Common stock issued in conversion of convertible notes payable	<u>\$ -</u>	<u>\$ -</u>

See accompanying accountant's compilation report. The accompanying notes are an integral part of these consolidated financial statements.

Emergent Health Corporation
Notes to the Consolidated Financial Statements

Note 1. Organization

Emergent Health Corporation (the “Company”) was incorporated in Nevada on April 27, 2006 and was reincorporated in Wyoming on March 31, 2018. The Company manufactures and sells vitamin products to retail customers across the United States of America.

The Company has four subsidiaries, Emergent Medical Foods, Inc. (“EMF”), Emergent OTC Products, Inc. (“EOTC”), PharmaZu, Inc. (“PharmaZu”), and Evolutionary Biologics, Inc. (“Biologics”). EMF is a Wyoming corporation incorporated on April 4, 2019. EMF was formed for the purpose of marketing a medical food for cancer and debilitated patients through medical personnel. EMF was funded with \$90,000 (900,000 preferred shares) from private investors for \$0.10 per share and issued 30 million \$.0010 common shares to the Company for payment of EMF expenses, including providing future research and development and patented products to be made on behalf of EMF. Both classes are equal as to voting rights but the preferred shares have certain liquidation preferences. PharmaZu is a Delaware corporation and was funded with 500,000 shares of Series C Convertible Non-Voting Preferred stock and up to an additional 1,600,000 shares of preferred stock subject to certain terms and conditions. Biologics is a Delaware corporation and it was funded with 1,500,000 Series C Preferred Shares which can be converted to Common Stock effective January 1, 2024.

On August 2, 2019, EMF transferred \$20,000 of \$.0010 common shares to form EOTC. EOTC is a Wyoming corporation incorporated on August 1, 2019. EOTC was formed for the purpose of marketing a retail version of the Company’s products. EOTC is wholly owned by EMF.

Note 2. Summary of Significant Accounting Policies

The accounting and reporting policies of the Company conform, in all material respects, to accounting principles generally accepted in the United States of America (“GAAP”). The following summarizes the more significant of these policies and practices.

Principles of Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries, EMF, EOTC, PharmaZu, and Biologics. All significant intercompany balances and transactions have been eliminated in consolidation. The Company accounts for the portion of a subsidiary that is not owned as noncontrolling interests. Noncontrolling interests in a subsidiary are reported in the consolidated financial statements at the fair value of the net assets acquired by the Company at the date of acquisition, depending on the nature of the acquisition, plus the cumulative allocation of net income (loss) from that date forward to the noncontrolling interests based on its ownership percentage.

In addition, the Company evaluates its relationships with other entities to identify whether they are variable interest entities as defined by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Section 810-10-50, *Consolidations*, and to assess whether it is the primary beneficiary of such entities. If the determination is made that the Company is the primary beneficiary, then that entity is included in the consolidated financial

Emergent Health Corporation
Notes to the Consolidated Financial Statements

Note 2. Summary of Significant Accounting Policies (continued)

statements in accordance with ASC Section 810-10-50. As of September 30, 2023, the Company did not have any variable interest entities of which it was the primary beneficiary.

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires that management use certain estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ significantly from the estimates.

Cash

The Company considers highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents. At times, such cash may be in excess of the Federal Depository Insurance Corporation (“FDIC”) insured limits. As of September 30, 2023 and December, the Company did not have any deposits in excess of FDIC insured limits.

Inventories

Inventories are stated at the lower of cost (first-in, first-out method) or market (net realizable value).

Intangible Assets

The Company capitalized website services as an intangible asset based on the nature of the services (application development stage). See Note 4 for further details.

Income Taxes

Income taxes are accounted for under the assets and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Net Income (Loss) Per Common Share

Basic net income (loss) per common share is calculated based upon the weighted average number of common shares outstanding. Diluted net income (loss) per common share is calculated upon the weighted average number of common shares outstanding and dilutive convertible preferred shares outstanding.

Note 2. Summary of Significant Accounting Policies (continued)

Marketing Expense

The Company expenses the cost of advertising and marketing as incurred. Marketing and advertising costs for the three months and six months ended September 30, 2023, totaled \$47,800 and \$70,786, respectively.

Research and Development

Research and development costs are recognized as an expense when incurred. There were \$17,006 research and development costs for the nine months ended September, 2023 and the year ended December 31, 2022.

Revenue Recognition

Sales - The Company sells ingestible and topical products to retail customers across the United States of America. The Company's standard delivery method is "free on board" shipping point. Consequently, the Company considers control of products to transfer at a single point in time when control is transferred to the customer, which is generally when products are shipped in accordance with an agreement or purchase order. Control is defined as the ability to direct the use of and obtain substantially all of the remaining benefits of the product. The Company considers the customer's purchase order, and the Company's corresponding sales order acknowledgement as the contract with the customer. For each contract, the Company considers the promise to transfer products to be the identified performance obligations. The Company satisfies its performance obligations under a contract with a customer by transferring goods and services in exchange for monetary consideration from the customer. Sales taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

Deferred revenue – Revenue is deferred when the Company receives payment under a contract with a customer prior to satisfying its performance obligation. As the majority of orders are processed and shipped immediately upon receipt of payment, it is rare that revenue is deferred. There was no deferred revenue as of September 30, 2023 and December 31, 2022.

Accounts receivable – The majority of products are paid for in full prior to delivery, which occurs immediately after payment. Therefore, the Company does not have any accounts receivable as of September 30, 2023 and December 31, 2022.

Significant payment terms – The Company's contracts with its customers state the final terms of the sale, including the description, quantity, and price of each product purchased. Payments are typically due prior to delivery. Since the customer agrees to a stated rate and price in the contract that do not vary over the contract, the Company's contracts do not contain variable consideration.

Economic factors - The Company's revenues and accounts receivable are derived primarily from the United States with no particular concentration in any industry. Sales revenue is impacted by overall economic conditions, as there are fewer sales when the Company's customers are impacted by negative economic conditions.

Emergent Health Corporation
Notes to the Consolidated Financial Statements

Note 2. Summary of Significant Accounting Policies (continued)

Returns, refunds, and warranties – The Company has a 30-day return policy on all products. As the amount of returned product is minimal, management believes that returns on any goods sold subsequent to September 30, 2023 or December 31, 2022, were not material.

Note 3. Revenue from Contracts with Customers

The Company had revenue from contracts with customers in the amount of \$399,830 and \$740,361 for the three months and nine months ended September 30, 2023, respectively. All the revenue was recognized at a point in time at the time of transfer of goods or services. As the Company had no accounts receivable or deferred revenue as of September 30, 2023 or December 31, 2022, there were no contract assets or liabilities arising from contracts with customers.

Note 4. Intangible Assets

In July of 2019, the Company issued common shares in exchange for website services performed at the application development stage. The resulting estimated fair value of the expense of \$100,000 was capitalized. The Company paid an additional \$76,065 for website development that is not subject to amortization. The unamortized balance of the application development stage asset was \$15,000 and \$15,000 at September 30, 2023 and 2022, respectively. This remaining asset will be amortized as follows:

2023	\$ 5,000
2024	<u>10,000</u>
	<u>\$ 20,000</u>

Note 5. Note Receivable

The Company entered into an unsecured promissory note on August 18, 2022 in the principal amount of \$250,000. The note bears interest at 16% and is due November 18, 2022. At any point after the due date, the Company may collect directly from the borrower in the full amount of principal and interest due. The balance of this note at September 30, 2023 and March 31, 2022 was \$0 and \$250,000, respectively. The Company received \$160,000 and recorded \$90,000 as bad debt.

Note 6. Related Party Transactions

On August 26, 2021, the Company entered into two notes payable with two Series B Convertible Preferred Stock shareholders. See Note 7 regarding information on these notes payable.

Note 7. Notes and Loans Payable

Notes payable in the amount of \$2,102,300 consists of the following notes as of September 30, 2023.

The Company entered into a promissory note on June 9, 2022 in the principal amount of \$264,000. The note bears interest at 10% and the Company received \$240,000 on the original issue date which will be due June 9, 2023. After the original issue date, there was an additional \$255,000 and \$230,000 provided to the Company by the lender increasing the principal amount of the note to \$749,000 bearing the same repayment terms as the original note. The balance of the note at September 30, 2023 was \$725,000 and the Company is in default on the note.

Emergent Health Corporation
Notes to the Consolidated Financial Statements

Note 7. Notes and Loans Payable (continued)

The Company entered into a security purchase agreement on June 9, 2022 in the principal amount of \$400,000 with an investor with no due date. At closing, the Company received \$240,000 with the remaining \$160,000 to be due at a future date. The investor will receive shares of the Company Common Stock equal to 4.99% of the fully diluted stock. The balance of this note at September 30, 2023 was \$191,000.

The Company entered into a promissory note on November 15, 2022 in the principal amount of \$484,000 due January 31, 2023. The note payable was issued at a discount of face value in the amount of \$400,000. The holder of the note shall receive a non-voting, non-interest bearing preferred stock with beneficial ownership blockers of 4.99% that converts into 72,600,000 shares of stock at \$.001, if the note is not paid in full at the maturity date. The Company defaulted on the note and as a result converted penalty of the debt into \$72,600 of common stock as described previously. The balance of this note at September 30, 2023 was \$274,400.

For the notes payable that are noninterest bearing and issued at a discount, imputed interest was recorded using an effective rate of 50%, the amount of the issued discount. The balance of the discount on notes payable at September 30, 2023 was \$24,000.

Related Party

The Company entered into a note payable to a Series B Convertible Preferred Stock shareholder on August 26, 2021 in the amount of \$200,000 due August 26, 2022. The note payable was issued at a discount of face value in the amount of \$100,000. The note payable is unsecured, but shall become immediately due and payable in the event of default. The balance of this note at September 30, 2023 was \$200,000 and the Company is in default on the note.

The Company entered into a second note payable to Cimarron Capital, Inc. on August 26, 2021 in the amount of \$300,000 due August 26, 2022. The note payable was issued at a discount of face value in the amount of \$150,000. The note payable is unsecured, but shall become immediately due and payable in the event of default. The balance of this note at September 30, 2023 was \$282,500 and the Company is in default on the note.

The Company entered into a promissory note on August 17, 2022 in the principal amount of \$250,000 with an executive officer. The note bears interest at 5% with no due date. The balance of this note at September 30, 2023 was \$250,000.

Upon the business acquisition of Regan Biowellness, Inc., the Company entered into two promissory notes on July 31, 2022 in the principal amount of \$440,573 with two related parties to the Company. The notes bear interest at 5% with a due date of March 31, 2023. The balance of these notes at September 30, 2023 was \$440,573 and the Company is in default on the notes.

Note 8. Stockholders' Equity

Series A Preferred Stock

Effective June 12, 2018, the Company issued a total of 100 shares of Class A Preferred Stock to the Chief Executive Officer of the Company (at the time, John V. Cappello).

On August 26, 2021, Mr. Cappello assigned 66.67 of his 100 shares of Series A to Frank

Emergent Health Corporation
Notes to the Consolidated Financial Statements

Note 8. Stockholders' Equity (continued)

Magliochetti, who was then President/Chief Executive Officer of the Company.

On July 15, 2022, Parcae Capital Corp. sold 66.67 shares of Series A Preferred Stock to the Company. The Company then issued 66.67 shares of Series A Preferred Stock to Eocine Management Advisors, Inc., controlled by James W. Zimble, President/Chief Executive Officer of the Company.

The Class A Preferred Shares have no dividend or conversion rights. The holder(s) of the Series A shares shall as a class have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (i) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (ii) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that has voting rights may, if required, extend to a number of votes in excess of the total number of shares authorized.

In the event of liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holder(s) of the Series A shares will be entitled to receive out of the assets of the Company, prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other class of preferred stock or the Common Stock, the amount of \$100.00 per share, and will not be entitled to receive any portion of the remaining assets of the Company except by reason of ownership of shares of any other class of the Company's stock.

Series B Convertible Preferred Stock

On July 19, 2018, the Company closed on the sale of 20,000,000 shares of Series B Convertible Preferred Stock to an investor at a price of \$0.00225 per share for proceeds of \$45,000.

On July 25, 2018, the Company closed on the sale of 5,000,000 shares of Series B Convertible Preferred Stock to the same investor discussed in the preceding paragraph at a price of \$0.011 per share for proceeds of \$55,000.

The holders of Series B Convertible Preferred Stock have no voting rights prior to conversion and are not entitled to any manner of liquidation preference payment. Each share of Series B Convertible Preferred Stock is convertible into twenty (20) shares of the Company's common stock at any time after the first anniversary of issuance.

On November 17, 2021, the Board of Directors voted to restate the terms of conversion of the Company's Series B Convertible Preferred Stock to a conversion rate of twenty (20) shares of common stock for every one (1) share of Series B Convertible Stock converted. The original terms included a conversion rate of one (1) share of common stock for every one (1) share of Series B Convertible Stock converted.

During the quarter ended December 31, 2022, 4,500,000 shares of Series B Convertible Preferred Stock were redeemed for 70,000,000 shares of the Company's Common Stock.

Series C Convertible Preferred Stock

As of March 31, 2023 and December 31, 2022, the Company had issued 5,600,000 shares of Series C Convertible Preferred Stock all of which were issued in 2022. 900 shares were redeemed during

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Note 8. Stockholders' Equity (continued)

the year ended December 31, 2022.

The holders of Series C Convertible Preferred Stock have no voting rights prior to conversion and are entitled to dividends and liquidation payments pari passu with Common Stock except that the dividend or liquidation payment on each share of Series C Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid or liquidation payment on each share of Common Stock multiplied by the Conversion Rate.

No share of Series C Convertible Preferred Stock shall be converted into shares of Common Stock prior to January 1, 2024. Effective January 1, 2024, all issued and outstanding shares of Series C Convertible Preferred Stock shall be converted into shares of Common Stock at the Conversion Rate of one hundred (100) shares for every one (1) share of Series C Convertible Preferred Stock.

Common Stock

In January of 2022, the Company increased the authorized shares of common stock to 7,500,000,000. On November 10th, 2022, the Company issued 10,000,000 shares of Common Stock to Marvin Segel pursuant to an agreement to serve as Director of the Corporation. For the three months and nine months ended September 30, 2023, the Company issued 20,000,000 and 146,100,001 common shares, respectively. At September 30, 2023, the Company had issued a total of 426,951,112 shares of common stock with a par value of \$.001.

Note 10. Business Acquisition

On August 1, 2022 the Company acquired assets consisting of, but not limited to Corporate Name, Stock Holdings, Branding, Trademarks, Patents, IP, Formulations, Branding, and certain liabilities of Regen Biowellness, Inc., f/k/a Availa Bio, Inc. ("Regen"), a distributor of various products in the plant-based and regenerative medical fields. The acquisition was funded with 1,500,000 Series C Preferred Shares of Emergent. Effective January 1, 2024, Series C Preferred Shares can be converted into shares of Common Stock.

On August 8, 2022, the Company acquired Evolutionary Biologics, Inc., a new kind of biologics company founded for a clear purpose: bring cutting edge regenerative products to the medical community. The purchase price included equity in Emergent and a capital investment into Evolutionary Biologics for sales, scaling of the company operations and promotions. Evolutionary Biologics flagship products include Evo Hybrid™ which helps jumpstart your body's own natural healing power to help bring your skin back to youthful suppleness and HydrEyes™ which helps reduce redness to help reveal your eyes' natural radiance. The acquisition was made for 1,500,000 Series C Preferred Shares of Emergent. Effective January 1, 2024, Series C Preferred Shares can be converted into shares of Common Stock.

Note 11. Subsequent Events

The Company has evaluated events and transactions occurring subsequent to the consolidated balance sheet date of September 30, 2023, for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through December 14, 2023, the date these consolidated financial statements were available to be issued and other than noted below, no items of significance were noted.

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Note 11. Subsequent Events (continued)

Reverse Split. On or about August 3, 2023, the Board of Directors and holders of a majority of the voting power of our company approved a reverse split of our common stock at a ratio of up to 1-for-5,000. We intend to seek approval of such reverse split from FINRA as expeditiously as possible. However, we are unable to predict when FINRA will approve such reverse split.

Corporate Name Change. As soon as is practicable, we will change our corporate name to “Apollo Biowellness, Inc.” However, we are in the process of changing our corporate name back to “Emergent Health Corp”.

Letter of Intent. In December 2023, we entered into a non-binding letter of intent (the “LOI”) with Accredited Solutions, Inc., a publicly-traded company (symbol: ASII). The LOI contemplates a sale of certain of our assets, including Evolutionary Biologics, Inc., Nanostehic, Inc., Nanogistics, Inc., and the brand Maximus Men's Health to ASII, in exchange for a new class of preferred stock of ASII that would equate to an equity ownership of not less than 80% of ASII. The corporate structure of the proposed transaction and other relevant terms have not yet been finalized. The LOI contemplates that the transaction would close early in the first quarter of 2024. However, there is no guarantee that such will be the case.