

Disclosure Statement
Pursuant to the Pink Basic Disclosure Guidelines
WPF Holdings, Inc.

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SIC Code 7900

Quarterly Report

For the period ending March 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

277,472,142 as of March 31, 2024 (most recent quarter end)

269,513,642 as of December 31, 2023 (previous recent fiscal year end) for WPF Holdings, Inc.

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

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.

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.

WPF Holdings, Inc. is a Florida Corporation, which was originally formed as a New York corporation under the name Magic Communications Group, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. Effective November 21, 2014, the Company amended its Certificate of Incorporation to change its corporate name to World Poker Fund Holdings, Inc., as part of the acquisition of World Poker Fund, Inc., which closed in May 2015. The Company redomiciled to Florida and changed its name to WPF Holdings, Inc on September 27, 2022. In April 2023, shareholders of Vezbi, Inc., a California corporation, exchanged 87% of the outstanding common stock of Vezbi for 231,886,610 shares of common stock of WPF Holdings, Inc., representing 87% of the resulting outstanding common stock of WPF Holdings, Inc., effecting a reverse merger transaction. While the Issuer remains WPF Holdings, under applicable accounting rules, Vezbi, Inc. is treated as the accounting acquirer and the date of inception, financial reports and related accounting matters of the combined companies are treated as those of Vezbi, Inc.

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):

The Issuer had been a Delaware corporation until September 27, 2022, when it redomiciled to Florida. It is current and active in Florida.

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:

The issuer completed the acquisition of control of Vezbi, Inc. in April 2023 by the exchange of 231,886,610 common shares of WPFH common stock for shares representing 86.7 percent of the outstanding stock of Vezbi. An additional 28,440,400 shares of WPFH common stock were issued by December 31, 2023, for 2,844,040, more shares of Vezbi representing an additional 10 percent of Vezbi, with the remaining outstanding Vezbi shares reserved and included in Shares Issuable at December 31, 2023 in the amount of \$22,539,480, or 12,112,870 common shares. During the First Quarter of 2024, the Company issued 7,708,500 common shares on acquisition of additional minority shares of Vezbi, Inc., leaving 3,561,324 shares still to be converted, valued at \$97,497,980. An additional 7 million common shares are to be issued for the acquisition of VHHL.

In February 2024, the Issuer completed the acquisition of Virtual Health Holdings, Inc. Effective July 1, 2024, the Issuer expects to acquire all of the assets of KB Industries. The Issuer contemplates the acquisition of multiple other operating businesses or technologies during 2024.

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

1270 N. Wickham Road,
Suite 13, No 1019
Melbourne, FL 32935

The Company operates its current businesses on a virtual basis and maintains only a minimal, virtual office location address,

☒ 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

Continental Stock Transfer & Trust
1 State Street, 30th Floor
New York, NY 10004
Email: saqui@continentalstock.com
Telephone: 212 845.3299

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:	WPFH	
Exact title and class of securities outstanding:	Common	
CUSIP:	98160D200	
Par or stated value:	\$0.001	
Total shares authorized:	500,000,000	as of date: 9-27-2022
Total shares outstanding:	277,472,142	as of date: 3-31-2024
Total number of shareholders of record:	612	as of date: 3-31-2024

All additional class(es) of publicly quoted or traded securities (if any): None

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:	Series A Preferred	
CUSIP (if applicable):	NA	
Par or stated value:	\$0.001	
Total shares authorized:	5,000,000	as of date: 9-27-2022
Total shares outstanding (if applicable):	-0-	as of date: 3-31-2024
Total number of shareholders	-0-	as of date: 3-31-2024

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.

One vote per share, no other specific rights

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

None outstanding after November 2023

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

NA

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.

NA

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.

The Series A Convertible Preferred Stock carried voting power equal to 51 percent of all classes of stock entitled to vote on any matter. The preferred was convertible into 51% of the resulting common stock, in addition to the 51% of the vote. As part of the acquisition of control of WPFH by Vezbi shareholders, in January 2023 the preferred holder agreed to amend the preferred designation, so conversion was fixed at 350,000 common shares, or about 51% of the common stock outstanding at that time. On November 15, 2023, the preferred holder elected to convert the preferred to 350,000 shares of common and the Series A Preferred was retired.

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: Opening Balance Date <u>12-31-2021</u> Common: <u>57,676,938</u> Preferred: <u>1,000,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation,	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market price at the	Individual/ Entity Shares were issued to. *You must disclose the	Reason for share issuance (e.g. for cash or debt	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

	shares returned to treasury)			share) at Issuance	time of issuance? (Yes/No)	control person(s) for any entities listed.	conversion) -OR- Nature of Services Provided		
<u>September 2022</u>	<u>Reverse split (1:500)</u>	<u>(68,863,934)</u>	<u>common</u>	<u>--</u>	<u>No</u>	<u>NA</u>	<u>Reverse split</u>	<u>NA</u>	<u>NA</u>
<u>1/1/2023</u>	<u>Rounding up on reverse</u>	<u>847</u>	<u>common</u>	<u>26.00</u>	<u>No</u>	<u>NA</u>	<u>Reverse split</u>	<u>NA</u>	<u>NA</u>
<u>3/1/2023</u>	<u>New Issue</u>	<u>2,500</u>	<u>common</u>	<u>\$10.00</u>	<u>Yes</u>	<u>Andrew Zambetti</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2023</u>	<u>New Issue</u>	<u>900</u>	<u>common</u>	<u>\$1.00</u>	<u>Yes</u>	<u>Connor Theriault</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>3/1/2023</u>	<u>New Issue</u>	<u>1,400</u>	<u>common</u>	<u>\$1.00</u>	<u>Yes</u>	<u>Kyle Lowy</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>4/23/2023</u>	<u>New Issue</u>	<u>8,250,000</u>	<u>Common</u>	<u>\$30.00</u>	<u>No</u>	<u>5 individual Vezbi holders</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>4/23/2023</u>	<u>New Issue</u>	<u>223,636,610</u>	<u>Common</u>	<u>\$30.00</u>	<u>No</u>	<u>Vezbi Family Trust,</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/30/2023</u>	<u>New Issue</u>	<u>12,402</u>	<u>Common</u>	<u>\$30.19</u>	<u>No</u>	<u>Cicero Consulting Group LLC (Michael Woloshin)</u>	<u>Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>5/30/2023</u>	<u>New Issue</u>	<u>1,747</u>	<u>Common</u>	<u>\$30.19</u>	<u>No</u>	<u>Caesar Capital Group (Michael Woloshin)</u>	<u>Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>6/30/2023</u>	<u>New Issue</u>	<u>1,240</u>	<u>Common</u>	<u>\$30.19</u>	<u>No</u>	<u>Abrams Family Trust (Joseph Abrams)</u>	<u>Conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>6/30/2023</u>	<u>New Issue</u>	<u>28,440,490</u>	<u>Common</u>	<u>\$20.00</u>	<u>Yes</u>	<u>Minority shareholders of Vezbi, Inc.</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>9/4/2023</u>	<u>New Issue</u>	<u>2,256,396</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc.</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>New Issue</u>	<u>6,770,700</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>Retirement</u>	<u>1,000,000</u>	<u>Preferred</u>		<u>No</u>		<u>Converted to common</u>	<u>Cancelled</u>	<u>NA</u>
<u>01/31/2024</u>	<u>New Issue</u>	<u>2,639,500</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/28/2024</u>	<u>New Issue</u>	<u>5,069,000</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/07/2024</u>	<u>New Issue</u>	<u>200,000</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Megan McMurray</u>	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>NA</u>
Shares Outstanding on Date of This Report:									
<u>Date:</u> <u>3/31/2024</u> <u>Common:</u> <u>277,472,142</u> <u>Preferred:</u> <u>-0-</u>									

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

On October 11, 2022, the Company entered into a Settlement Agreement and Mutual Release with Maurice Mills and Performance Systems, Ltd. to resolve all issues relating to the failed acquisition of Real Deck, Incorporated. Under the terms of the settlement, the Company agreed to issue unregistered common stock valued at \$385,477 at the closing market price on October 14, 2022 plus \$100,000 in cash in installments to discharge in full of an outstanding judgment and an additional \$331,500 shares of common stock at the same price in resolution of all other claims. The settlement shares have not yet been issued and the settlement date values are included in Shares Issuable at March 31, 2024.

During the quarter, the Company issued 7,708,500 common shares on acquisition of additional minority shares of Vezbi, Inc., leaving 4,874,899 shares still to be converted, valued at \$97,497,980. An additional 7 million common shares are to be issued for the acquisition of VHHL.

The March 31, 2024 consolidated balance sheet reflects Common Shares Issuable of \$246,560,157, made up of the following:

Mills Settlement	\$ 962,177
Ingenia AI acquisition	8,000,000
Shares for acquisition of VHHL	140,000,000
Vezbi minority shares	97,497,980
Conversion of preferred	<u>100,000</u>
Total	\$246,560,157

During the first quarter of 2024, a total of 7,958,500 common shares were issued resulting in total common shares issued and outstanding of 277,472,142 shares at March 31, 2024.

All of the offerings were private offerings under Section 4 or 5 of the '34 Act and were made without registration with the SEC or any state regulatory authority. The shares were issued as conversion shares under pre-existing convertible notes, and as consideration for acquisitions from unrelated parties. Some shares issued in the conversions of convertible notes may have been issued as free trading shares under Rule 144, with appropriate legal opinions acceptable to the Issuer and the transfer agent.

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.)
8-28-2023	35,000	35,000	\$31.00	8-28-2026	40% discount to 10 day average closing price prior to conversion	KGL Investments, LLC- Kyle Lowry	Loan
9-8-2023	100,000	100,000	2,455	9-8-2026	40% discount to 10 day average closing price prior to conversion	Christos Calls Conscience Church	Loan

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

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")

WPF Holdings, Inc. is a dynamic e-commerce and digital consultancy company that helps businesses navigate the ever-evolving digital landscape. With a team of experts in various fields such as web design, digital marketing, and e-commerce strategy, we provide a holistic approach to help businesses increase their online presence and revenue. Our goal is to empower businesses to take full advantage of the opportunities that the digital world has to offer.

With the acquisition of Vezbi, Inc. in April 2023, our focus has become to expand the Super App operating model into new market segments, including healthcare, restaurants, finance and banking and other markets. Our initial market focus will be healthcare and we are targeting acquisitions in this market for acquisition during the current fiscal year.

Vezbi, Inc. On April 27, 2023, we completed the acquisition of control of Vezbi, Inc ("Vezbi"), a California corporation. Under the terms of the acquisition agreement signed in January 2023, six shareholders holding a total of 23,429,611 common shares of Vezbi, proposed to acquire control of WPFH by the exchange of 10 shares of WPFH common stock for each common share of Vezbi. At the initial closing, the Issuer issued a total of 234,296,110 new WPFH common shares, issued an additional 34,215,040 shares through December 31, 2023, 7,708,500 additional shares through March 31, 2024, and reserved an additional 4,874,899 shares still to be issued as of March 31, 2024.

Our plan for fiscal year 2024 for Vezbi is to continue development of our Super App technology and systems and to build our member base for future efficient operations as the first US Super App. Our goal in doing so is to attain the size and revenues of other Super App companies operating in other countries, primarily in Asia, such as WeChat, Grab, Kakao and others. The Asian tech ecosystem has been dominated by Super Apps. Super App platforms such as WeChat, Kakao, and Grab have flourished as "mobile first" countries have become early adopters of the Super App concept. We Chat and Weixin both surpassed one billion users back in 2018, with several others already in the hundreds of millions of users. According to Gartner, 50% of the global population will be on a Super App by 2027.

Subject to availability of adequate funding to expand our subscriber base for the Super App concept, we will commence revenue production initially primarily through our acquired subsidiaries and joint ventures:

Digital Wallet

Fintech Phase: Vezbi Super App will launch its Fintech vertical, focusing on remittances to Latin America and on strategic retail payment processing, including payment processing for the CareClix MyGuardianDoc™ direct to consumer telehealth service. Utilizing our proprietary payment system (Vezbi Pay), we aim to grow market share through strategic partnerships and acquisition targets.

Remittance Market: Worldwide remittances are around \$149 Billion US (2021). Remittances to Mexico have nearly doubled between 2020 and 2022 to nearly \$60 Billion US. Vezbi has developed a payment gateway network providing access to 300,000 remittance locations throughout Latin America with 40,000 in Mexico alone. Via strategic agreements with Mexican and Latino centered organizations, such as the United Farm Workers Association, Vezbi Pay will initially target the Latino diaspora within the United States.

Payment Processing Market: The food service payment processing industry was forecast to reach \$997B in sales in 2023, with the primary method of payment being through credit and debit cards.

Competitive Advantage: Vezbi has identified strategic ISO providers as acquisition targets, which will enable Vezbi Pay to generate positive revenue and user adoption of the Vezbi Super App.

Commerce

Retail Stores

We anticipate acquiring the assets of Kimco Industries, Inc. effective July 1, 2024 and commencing operations of this retail business as a new subsidiary of WPFH. Kimco currently has four 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. This new business will operate on its own but will use the Vezbi FinTech system and Vezbi Pay integrated into its systems and will be the first retail and on-line outlet for the Vezbi electronics line.

KPOP, the Korean Wave (Hallyu) is the expansion of Korean culture, arts and media throughout the world. In 2019 the Ministry of Culture, Sports and Tourism and Korea Creative Content Agency estimated the total South Korean cultural and art industry sales for 2018 at \$5.31 Billion US Dollars. KPOP music continues to grow rapidly in the US, having sold over 40 Million physical albums in 2020 alone. The top 9 largest KPOP groups generated over \$50 Million dollars from touring last year in a pandemic reduced time. The Korean Wave is not just about music either, Netflix has committed to spending \$500 Million to develop more Korean content this year alone. Additionally, the K-Beauty market accounts for \$10.3 Billion in revenue and is estimated to grow to \$31.6 Billion by 2029.

Kimco reported gross revenues from operations of \$ 703,647, \$ 1,490,793 and \$3,652,810 for 2021, 2022 and 2023, respectively. Net profits before income taxes for the same periods was reported as \$29,701, \$349,534 and \$701,230 We expect to close during the second quarter of 2024 and revenues for the third and fourth quarters, will be earned by the new WPFH K-Pop subsidiary and consolidated as part of our 2024 fiscal year revenues.

Vezbi Electronic Line

According to Statista, the United States is one of the world's largest smartphone markets and has over 310 million users as of 2023. More than 21% of US consumers are "very likely" to consider changing smartphones. WPF Holdings plans to capitalize on US consumers' familiarity and willingness to adopt new smartphones, as part of the launch. The Vezbi firmware will be the major distinguishing feature and marketing boost for these devices.

Revenue in the Smart Home market is projected to reach US \$38.8 Billion in 2024 with growth at an annual growth rate (CAGR 2024-2028) of 9.13%, resulting in a projected market volume of US \$55 Billion by 2028. US Smart Appliances is expected to have a household penetration of 15.7% in 2024 and is expected to hit 33.3% by 2028 (Statista). Given that 63% of US consumers prefer to buy directly from the brand (Podium), WPF Holdings sees this as the ideal time to introduce these smart devices directly to consumers along with the other consumer directed offerings.

While manufacturing is a larger market sector, initially, WPF Holdings' focus will be on utilizing the various Vezbi electronics products to gain a larger market share of both consumer and business users. Vezbi plans to provide tablets to business users to increase the use and activity on Vezbi. For consumers, the plan is to sell the electronics (especially the mobile devices) at a lower cost to incentivize consumers. Sales will be in store (initially through the new K-Pop subsidiary stores), on-line and as part of other direct to consumer offerings, including subscribers to the MyGuardianDoc™ telehealth system and the Latino focused payment system through Andale Pay. Ultimately, mobile devices, Smart Homes and the Vezbi Super App and its many features will all integrate into one system.

Multi-Vender Marketplace

We have launched a beta version of a multi-vender marketplace on Vezbi where sellers can sell products or services. Verified sellers will be able to have their own online store, which enables them to tap into the user base of our Super App.

Telehealth

Virtual Health Holdings, Inc. In early 2024, we acquired Virtual Health Holdings, Inc. (VHHI), a Florida based telehealth holding company. 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.

CARECLIX, INC.

CareClix Inc.'s 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. 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 and will be integrated with the Vezby Super App. 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 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. 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. Integration of the MyGuardianDoc™ medical delivery and medical chaperone system with the Vezbi Super App represents a potentially revolutionary innovation in medical care.

List any subsidiaries, parent company, or affiliated companies.

Vezbi, Inc. was the only active subsidiary of the Issuer at December 31, 2023. LinkDate is not currently active but management expects to establish an active business as soon as working capital is available. Vezbi and the CareClix Companies under Virtual Health Holdings are currently subsidiaries of the Issuer at March 31, 2024.

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

Shareholders of Vezbi, Inc. exchanged their shares in Vezbi for shares of the Company on the basis of one share of Vezbi for ten shares of the Company, resulting in Vezbi becoming a subsidiary of the Company and the former shareholders of Vezbi acquiring control of the Company. Vezbi, Inc is a technology company that developed and created the Vezbi Super App. A Super App is an all-in-one, multi-functional mobile app that combines multiple services with features that include various payment methods, other financial services and communication into a single ecosystem. Super Apps often use micro-apps, also known as "mini-apps," as a way to offer a wide range of services and functions within a single application.

The Company acquired VHHI and its operating subsidiaries from the SOLI Liquidating Trust, its sole shareholder, in exchange for 7 million unregistered common shares of the Company, resulting in VHHI becoming a wholly-owned subsidiary of the Company. The acquisition shares have not yet been issued while our transfer agent awaits a Security Position Report from the Depository Trust Company for shares to be issued to former street name holders of SOLI stock included as beneficiaries of the SOLI Liquidating Trust.

B. Describe the issuers' principal products or services.

Vezbi is the creator and developer of the Vezbi Super App. A Super App is an all-in-one, multi-functional mobile app that combines multiple services with features that include various payment methods, other financial services and communication into a single ecosystem. Super Apps often use micro-apps, also known as "mini-apps," as a way to offer a wide range of

services and functions within a single app. Those shares are expected to be issued during the second quarter of 2024 in book entry (electronic) form as unregistered shares due to SEC Rule 145.

Micro-apps are small, specialized apps that are integrated into the Super App and can be accessed by users without the need to download additional apps or leave the Super App. With micro-apps, businesses are able to launch their own app at a fraction of the cost and time to develop a traditional app, all while tapping into the user base and ecosystem of a Super App. By design, a Super App should offer a seamless, integrated, and efficient experience that collates several single-purpose apps into one app, offering consumers a single portal through which they can access "everything" they typically need.

The CareClix Companies under Virtual Health Holdings are engaged in various aspects of the telehealth industry, as noted above.

Pending Acquisitions at March 31, 2024

Our operating plan is to adapt and develop the Super App model to specific industry market segments where the Super App concept is well adapted for market growth and penetration.

At December 31, 2023, as previously announced, we agreed to the acquisition of all of the assets 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 four 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; \$1,490,793; and \$??? for 2021, 2022 and 2023, respectively. Net profits before income taxes for the same periods was reported as \$29,701; \$349,534 and \$?? We expect to close during the second quarter of 2024 and revenues for the third and fourth quarters, will be reported in the consolidated results of the Company for those periods

As of December 31, 2023, as previously announced, we had an agreement to acquire all of the assets of Distrito Boyle Heights (DBA Distrito Catorce) a California Corporation for 150,000 shares in WPFH. Distrito recently commenced operations but is now fully operational. We expect to close during the third quarter of 2024.

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. We are currently negotiating to acquire the entire operation.

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,

THE VEZBI SUPER APP

From inception, we have developed Vezbi with the business owner in mind. Along with offering micro-apps, we have built business features for them. Currently, business owners can take advantage of the following features:

Micro-Apps: Business owners can have access to their own micro-app on Vezbi at a fraction of the cost of developing their own native app. Not only can business owners offer the app to their own customers, they can also promote to the user-base of the Super App.

For example, restaurants with micro-apps currently have access to loyalty programs, deal notifications, online menu, order tracking/status, and wait list.

Marketplace: We have implemented a multi-vender marketplace in Vezbi. Third party sellers are able to list their products and market them to our users. Although we are currently testing our B2C marketplace, we are also in the process of developing our B2B marketplace. Through the B2B marketplace, businesses will be able to order supplies directly through our app.

Shop Now: Our users can currently market their product or service through short videos on Vezbi. This often gives a more detailed description of products and services being promoted, as the videos are recorded live and linked directly to their own shopping cart/website.

Shared Tasks: This feature allows businesses to create and manage to-do lists and tasks and share them with other employees. Businesses can prioritize tasks, set due dates, and track their progress to stay organized and on top of their responsibilities. This feature can also integrate with calendars and reminders to ensure that tasks are completed on time.

Messaging: Businesses can stay connected with their customers or employees with our messaging feature. Through our Group messaging feature, users can upload digital assets and stay connected within their own Company infrastructure.

Video Marketing: Through Micro-Apps and SnipBits, businesses can post short videos to promote their product and services while linking their micro-apps or business website. Through video marketing, businesses can grow their following and indirectly/directly convert them to customers.

Event Listings: This feature allows businesses, organizations, and all users to share and promote their upcoming events directly to users. This feature benefits both the event organizers and the app users, as it provides a convenient and easily accessible platform to discover and attend events. Users can browse through a variety of events, such as concerts, conferences, festivals, and more, and can easily purchase tickets or register for events through the app. This feature can also include personalized event recommendations based on the user's interests and location. Additionally, businesses can use this feature to promote their own events and drive traffic to their physical locations or online stores.

As a Super App, we are in a unique position, as we must not only onboard consumers to use the various marketplaces, services, etc., but also we must, at the same time, bring on business for the consumers to buy from. We have approached this 'chicken or the egg' problem by focusing on community clusters and building out and filling in from there.

In September of 2022, we launched in Southern California by partnering with cities, local chambers of commerce and the local business community to gain business and consumer users. This has allowed us to show the concept and feasibility of the micro-apps and the municipality dashboard features, which has made onboarding easier across the board.

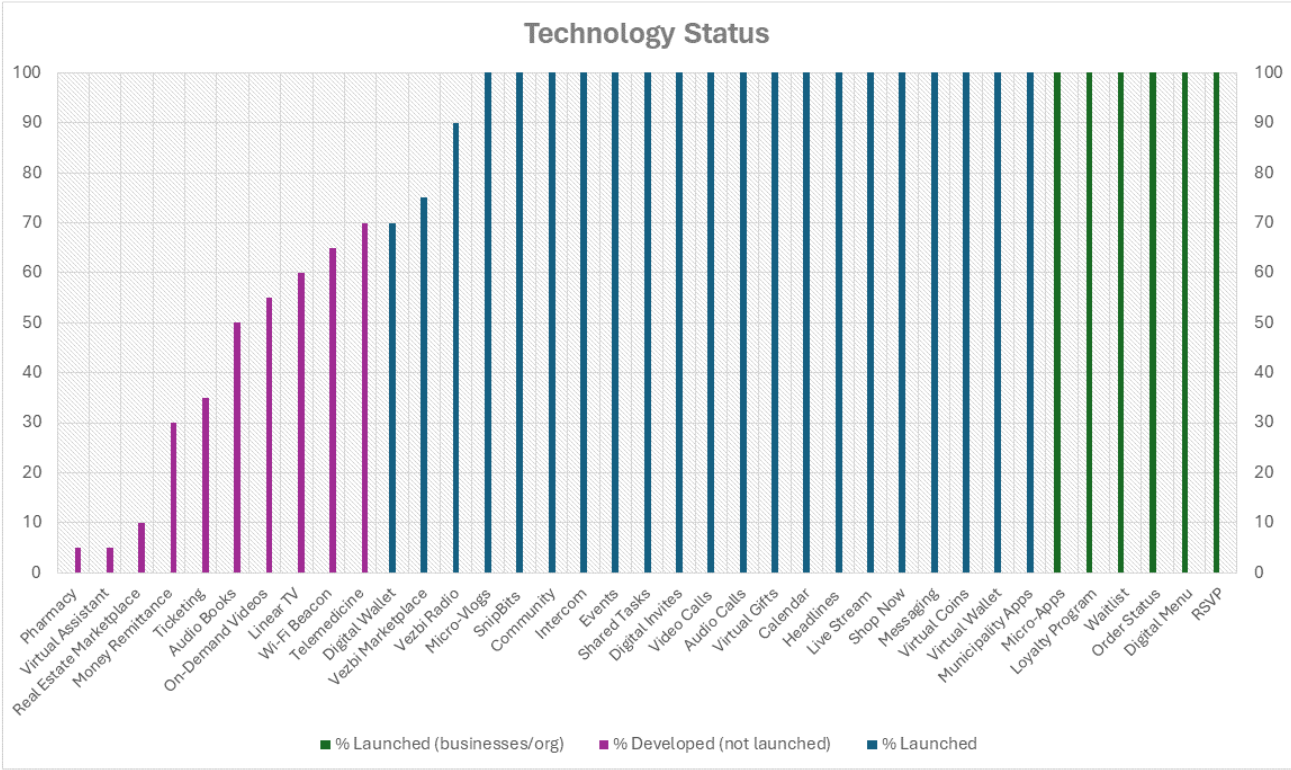
With this base as a springboard, we have recently focused on the consumer user more, by bringing on partnerships to allow for faster and easier growth. We are focusing on those who have not developed technology as a core component to their ventures or who would benefit from a more cohesive digital ecosystem.

For example, we have partnered with local organizations, businesses and promoters and are looking to expand becoming the event app for events, night markets and farmers markets, where there is typically no centralized app for consumers to go to experience these real-world events. These markets will benefit from being able to better understand their users/attendees, providing new and better services, and allowing them to have more sophisticated interactions with the market vendors.

In October 2022, we started offering restaurants their own micro-apps. Within a few months, over 500 restaurants have signed up for their own micro-apps, giving them access to their own loyalty program, online menu, deal notifications, waitlist, and order status. By providing restaurants with technology, we are able to gain users through their patrons.

We are currently available for download on the Apple App Store and Google Play Store. Through our developmental period, we have integrated over 180+ APIs, 800+ micro-apps, and 300k+ downloads.

Currently queued for development include technology for real estate marketplace (*i.e.* real estate listings & rental properties), video streaming service, healthcare services (*i.e.* telemedicine & pharmaceutical), and digital publishing & distribution services (*i.e.* music & books). A graphic of our developing technology is below:



Over the next two years, we will focus on gaining market share through strategic partnerships and our micro-app usage. We plan to file a Form 10 and S-1 registration over the next few months to become fully reporting with the SEC and also raise funds from the capital markets to further our technology development and to market our app. We are also actively planning to uplist from OTC Markets to either Nasdaq or NYSE in 2024.

Revenues:

Although our focus is primarily on gaining market share and awareness, we have positioned ourselves to generate revenues from various features and services throughout the app. Because we offer a wide spectrum of services, we do not need to charge a premium for every transaction, as we will earn fees throughout the app on multiple features. We have previously estimated 2024 revenues and anticipate increased revenues and profitable operation thereafter assuming adequate capital for growth, development, marketing and acquisitions.

Revenue streams include:

In-App Purchases

We earn revenue through in-app purchases from both consumers, businesses, and content creators.

Businesses: These include business subscription services, push notifications, promotions, and ad buys.

Consumers: These include FAVRS, stickers/emoji packs, and branded content.

Social Media: These include video boosts, featured video, subscription fees, and promotions.

Financial Services & Transactions Fees

We will earn transaction fees throughout the app. We will earn fees through our payment features along with our selling platforms. These fees include merchant services and online sales through Micro-apps. Financial services will vary depending on what partnerships and integrations we add. Any transaction within our ecosystem will be fee-free, but we will charge appropriate fees when funds are needed to be moved outside of our ecosystem.

Marketplace & Shop Now Revenues

As with other multi-vendor marketplaces, we charge a small fee for every transaction sold within our platform. We believe we can be extremely competitive in commission fees as our Marketplace is not our sole source of revenues.

Subscriptions & Premium Features

Some of the features will be available only through subscriptions. We plan to offer content creators a subscription model to earn income. Depending on the feature, we will be offering a revenue split from fees earned. We will also offer premium business & tech support to businesses on the Micro-apps as well as on our Marketplace.

Events & Ticketing

As part of our events listings, those who wish to charge for their event will be able to do so through our ticketing system. Depending on the business we will earn fees from revenue shares of ticket sales, transaction fees, etc. as is appropriate for the event and partnership.

Ad Revenues

We will generate ad revenue from various locations, inserts within our ecosystem, media ads, banner ads, etc. As we gain market share with businesses and consumers, we will be turning on native advertising. Through the data points accumulated from our users through their app usage (i.e., shopping, restaurant, etc), our business owners will be able to market to the users more effectively. Again, we do not need to use “shared data” from 3rd party apps for marketing purposes. Additional ad revenue will be generated from custom marketing campaigns, promotions, and branded content.

TECHNOLOGY & VEZBI

Our platform consists of Android and IOS client interfaces developed with technologies including Kotlin, Java, and Swift. We utilize technologies including PHP, Laravel, CodeIgniter, Scala, as well as database technologies such as MariaDB, Postgresql, and Cassandra for our server-side web app/API platforms. We are hosted on Amazon Web Services and have the capability of autoscaling. Our marketplace holds PCI DSS, GDPR certifications for security. For security monitoring, we utilize SSL and Amazon Cloudwatch. Our platform integrates with third party single sign-on and other services. The use and set of technologies we use will consistently be evolving as we improve and develop our platform.

PROJECT SEVA & VEZBI

Henry Jan, the founder of our Super App platform developed Vezbi with the philosophy of Altruistic egoism at its core. Altruistic egoism is a term that refers to the idea that one can act in an altruistic manner, or in a manner that aims to benefit others, while still acting in one’s own self-interest or said another way, the act of benefiting or improving others lives can also be an act to improve one’s own life.

Altruistic egoism is the economic model in which Vezbi was created. Vezbi’s actions can be seen as altruistic egoism, as it is motivated by a desire to benefit both the Company and others. For example, Vezbi launched *Project Seva*, a donation

and partnership program for qualifying nonprofits who focus on (but not limited to) medical research, education, children & family services, immigration assistance, animal rights, disaster relief, community support and homelessness support.

Seva is the concept of selfless service that is performed without any expectation of result or award for performing it, an act of compassion and care for others above oneself. Vezbi will reward and work with these organizations to help carry out their mission and goals by utilizing our Super App platform or resources to assist them. At the closing of the Vezbi acquisition transaction, our founder stepped down from the Company to focus on his passion to work with nonprofit organizations and foundations. Jan will have a limited advisory role moving forward with Vezbi.

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 Issuer has no owned properties or facilities. The Company now operates from leased virtual office space in Melbourne, Florida and Vezbi operates from virtual offices in Southern California. All of the Company operations operate on a virtual, remote telecommuting basis.

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.

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
Chad Gordon	Director	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	2,000	common	0.00077%	

Angel Orrantia ¹	President and CEO, Director	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	1,500,000	common	0.541%	--
Eddie Kwong	Communications/ Investor Liaison	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	300	common	0.00012%	
Indian River Financial Services, Inc.	Secretary, Treasurer Interim CFO & General Counsel	1270 N. Wickham Rd, Suite 13-1020 Melbourne, FL 32935	--		--	Robert Hipple
Vezbi Family Trust	Shareholder	3579 E Foothill, #228, Pasadena, CA 91107	223,636,610	Common	85.6%	Zahir Herz, Trustee

1 Appointed May 15, 2024

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

No

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

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject 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.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

- 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: Donald Richards, Esq
Address 1: 333 S. Grande Ave-Suite 3590
Address 2: Los Angeles, CA 90071
Phone: 714 860-2232
Email: lawlogic@yahoo.com

Accountant or Auditor

Name: Joseph Rolston, CPA, Contract Controller
Firm: Job Right Consulting, Inc.
Address 1: 32 Highland Blvd.
Address 2: Lynnbrook, NY 11563
Phone: 917 667-3936
Email: jrjobbrightconsulting@gmail.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 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: Robert Hipple
Firm: Indian River Financial Services, Inc.
Nature of Services: Regulatory compliance, Consulting CFO and General Counsel
Address 1: Suite 13-1020
Address 2: 1270 N. Wickham Road, Melbourne, FL 32935
Phone: 321 223-2670
Email: rhipple@indianriverconsulting.com

9) Financial Statements

A. This Disclosure Statement was prepared by (name of individual):

Name: Robert Hipple
Title: Consultant CFO and General Counsel
Relationship to Issuer: Contract Consultant

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Joseph Rolston
Title: CPA, Consultant
Relationship to Issuer: Consultant, Controller

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Experienced public company CPA.

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

Financial statements and related footnotes are included in this Report immediately following the signature page.

⁵ 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.

10) Issuer Certification

Principal Executive and Financial 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, Angel Orrantia, President certify that:

1. I have reviewed this Disclosure Statement of WPF Holdings, 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.

5-20-2024 [Date]

/s/ Angel Orrantia [President's Signature]

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

Principal Accounting Officer:

I, Joseph Rolston certify that:

1. I have reviewed this Disclosure Statement for WPF Holdings, 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.

5-20-2024 [Date]

/s/ Joseph Rolston [Controller's Signature]

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

FINANCIAL STATEMENTS FOLLOW

WPF Holdings, Inc. and Subsidiaries

CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2024

(UNAUDITED)

WPF Holdings, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS

	<u>March 31, 2024</u> (Unaudited)	<u>December 31,</u> <u>2023</u> (Unaudited)
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 53,872	\$ 21,984
Accounts Receivable, net of allowance for doubtful accounts	190,118	-
Prepaid expenses	20,575	-
Total Current Assets	<u>264,564</u>	<u>21,984</u>
Other Assets		
Goodwill	58,801,739	57,973,523
Intangible assets, net of accumulated amortization of \$628,124 at March 31, 2024	387,660	-
Investment in subsidiaries	5,317,753,977	5,310,045,477
Total Other Assets	<u>5,376,943,376</u>	<u>5,368,019,000</u>
TOTAL ASSETS	<u>\$ 5,377,207,941</u>	<u>\$ 5,368,040,984</u>
LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT)		
Liabilities		
Current Liabilities		
Accounts payable and accrued expenses	\$ 1,327,851	\$ 171,362
Other Current Liabilities		
Settlement of judgement	40,000	42,500
Due related parties	2,900,966	1,179,908
Note payable for asset purchase	1,922,000	1,922,000
Notes payable	914,905	-
Note payable	186,779	-
Loans payable	51,435	-
Other current liability (Note 7)	1,567,890	-
Total other current liabilities	<u>7,583,975</u>	<u>3,144,408</u>
Total Current Liabilities	<u>8,911,826</u>	<u>3,315,770</u>
Long Term Liabilities		
Long term note-IRFC	278,406	278,406
Long term note-MIC	166,005	166,005
Convertible debt	580,000	135,000
Total Long Term Liabilities	<u>1,024,412</u>	<u>579,411</u>
TOTAL LIABILITIES	<u>9,936,238</u>	<u>3,895,181</u>
SHAREHOLDERS' EQUITY		
Common Stock		
500,000,000 shares authorized, par value \$0.001, 277,472,142 and 269,513,642 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively	277,473	269,514
Common stock issuable	246,560,157	234,359,007
Total common stock	<u>246,837,630</u>	<u>234,628,521</u>
Additional paid-in capital	5,137,252,237	5,145,960,128
Accumulated deficit	(16,818,164)	(16,442,846)
Total Shareholders' Equity	<u>5,367,271,703</u>	<u>5,364,145,803</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 5,377,207,941</u>	<u>\$ 5,368,040,984</u>

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

WPF Holdings, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS
For the three months ended March 31,

	<u>2024</u>	<u>2023</u>
	(Unaudited)	(Unaudited)
REVENUE		
Software as a Service	\$ 51,044	\$ -
Fee for Services	358,590	-
Total Revenue	<u>409,634</u>	<u>-</u>
COST OF SALES		
Contract Services	<u>52,707</u>	<u>-</u>
Total Cost of Sales	<u>52,707</u>	<u>-</u>
GROSS PROFIT	<u>356,927</u>	<u>-</u>
OPERATING EXPENSES		
Sales and Marketing	96,596	111,678
Technology Development	98,239	14,326
General and Administrative	433,945	113,611
Total Operating Expenses	<u>628,780</u>	<u>239,615</u>
NET OPERATING LOSS	<u>(271,853)</u>	<u>(239,615)</u>
OTHER INCOME AND EXPENSE		
Interest Expense	<u>(103,465)</u>	<u>(35,149)</u>
NET OTHER EXPENSE	<u>(103,465)</u>	<u>(35,149)</u>
NET LOSS	<u>\$ (375,318)</u>	<u>\$ (274,764)</u>

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

WPF Holdings, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the three months ended March 31, 2024
UNAUDITED

	Common Shares #	Stock Amount \$	Common Issuable \$	APIC \$	Accumulated Deficit \$	Totals \$
Balance January 1, 2024	269,513,642	269,514	234,359,007	5,145,960,128	(16,442,846)	5,364,145,803
Common stock issued for Vezbi Acquisition	7,708,500	7,709		7,700,791		7,708,500
Common stock issued for Preferred conversion	250,000	250	(250)	-	-	-
Common stock issuable for Acquisitions			12,201,400	(12,201,400)		-
Net assets acquired from VHHI				(4,207,282)		(4,207,282)
Net loss					(375,318)	(375,318)
Balance March 31, 2024	277,472,142	277,473	246,560,157	5,137,252,237	(16,818,164)	5,367,271,703

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

WPF Holdings, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the three months ended March 31, 2023
UNAUDITED

	Common Shares #	Stock Amount \$	Common Issuable \$	APIC \$	Accumulated Deficit \$	Totals \$
Balance January 1, 2023	138,004	138	4,990,000	10,966,417	(15,427,346)	530,209
Net loss					(274,764)	(274,764)
Balance March 31, 2023	138,004	138	4,990,000	10,966,417	(15,702,110)	255,445

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

WPF Holdings, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
For the three months ended March 31,

	2024	2023
	(Unaudited)	(Unaudited)
Cash Flows From Operating Activities		
Net loss	\$ (375,318)	\$ (274,764)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization	31,406	-
Changes in operating assets and liabilities:		
<i>(Increase) decrease in:</i>		
Accounts receivable	(68,118)	-
Prepaid expenses and other current assets	(20,575)	-
<i>Increase (decrease) in:</i>		
Accounts payable and accrued expenses	155,787	1,779
Settlement of judgement	(2,500)	(5,000)
Cash used by operating activities	<u>(279,318)</u>	<u>(277,985)</u>
Cash Flows From Investing Activities		
Cash acquired in acquisition	19,403	-
Cash provided by investing activities	<u>19,403</u>	<u>-</u>
Cash Flows From Financing Activities		
Proceeds of demand notes payable - related party	233,312	420,645
Proceeds from notes payable	42,000	167,000
Proceeds from loans payable	66,550	-
Repayment of loans payable	(50,060)	-
Cash (used)/provided by financing activities	<u>291,802</u>	<u>587,645</u>
Net Increase (decrease) in Cash and Cash Equivalents	31,887	309,660
Cash and Cash Equivalents - beginning	21,984	227,209
Cash and Cash Equivalents - end	<u>\$ 53,872</u>	<u>\$ 536,869</u>

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

WPF Holdings, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
March 31, 2024
(Unaudited)

Note 1. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

During the fiscal year ended December 31, 2023, control of WPF Holdings, Inc. (the "Company") was acquired by six shareholders of Vezbi, Inc., a California corporation, by the exchange of ten shares of WPF Holdings, Inc. common stock for each share of Vezbi, resulting in the issue of 231,886,610, shares of WPF Holdings, Inc. to the six Vezbi shareholders, representing more than 85 percent of the resulting common stock outstanding. An additional 37,467,586 shares of WPFH common stock were issued by December 31, 2023 for additional shares of Vezbi with the remaining 11,269,824 outstanding Vezbi shares at December 31, 2023 reserved and included in Shares Issuable at December 31, 2023. During the three months ended March 31, 2024, the Company issued 7,708,500 common shares in acquisition of additional minority shares of Vezbi, Inc., leaving 3,561.324 shares still to be converted, valued at \$71,222,919. Vezbi, Inc. became first a controlled subsidiary and eventually will be a wholly owned subsidiary of WPF Holdings, Inc.

The acquisitions of Vezbi, Inc. being treated for financial reporting purposes as business combination and reverse merger under ASC-10, ASC 805-20 and ASC 805-30., with Vezbi, Inc. considered as the accounting acquirer; accordingly, the date of inception and financial statements of Vezbi, Inc. are treated as those of the Company. The accompanying financial statements therefore are reported as those of Vezbi, Inc., modified as required to incorporate the previous equity of WPF Holdings, Inc. As a result, the financial statements previously reported by WPF Holdings, Inc. through March 31, 2023, including the financial statements for the years ended December 31, 2022 and 2023 previously filed by WPH Holdings, Inc., are no longer the financial statements of the Company.

During the three months ended March 31, 2024, the Company agreed to acquire the net assets of Virtual Health Holdings, Inc. (VHHI). Under the terms of the agreement, the Company agreed to issue 7 million common shares for the acquisition of VHHI. The shares are valued at approximately \$20.00 per share resulting in a deal value of \$140,000,000.

The financial statements to which these footnotes are attached were prepared by management based on a \$20.00 market value per share for the common shares issued in the acquisition, resulting in an aggregate deal value for both acquisitions of approximately \$5,543,957,800. The aggregate deal value was then allocated to the assets and liabilities assumed in the transaction in management's best judgment. Under ASC 80 the Issuer has completed the accounting for the transaction on a provisional basis pending the planned retention of an independent expert to value the transaction and allocate the resulting acquisition values in accordance with ASC 805. Management expects to file any required adjustments to these provisional amounts by the end of the permitted one-year measurement period.

ORGANIZATION AND NATURE OF BUSINESS

WPF Holdings, Inc. prior to the reverse merger with Vezbi, Inc., was originally formed as a New York corporation under the name MagicCommunications, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. The Company operated under that name through January 2015, when the corporate name was changed to World Poker Fund Holdings, Inc. On October 10, 2014, the Company and the shareholders of World Poker Fund, Inc. agreed to exchange their shares in that company for stock of the Company. Under the Exchange Agreement, the outstanding preferred stock of the Company remained issued and outstanding, the current issued and outstanding common stock of the Company, after giving effect to conversions of convertible securities then outstanding, was reduced on a 1 for 150 basis, the authorized stock of the Company was set at 250 million shares of common stock and 5 million shares of preferred stock. and 1,000,000 Series A Preferred Stock remained outstanding, as of December 31, 2015. In January 2016, World Casinos & Resorts, Inc. acquired the Series A Preferred Stock and became the controlling owner of the Company. Periodic Holdings, Inc., a Delaware corporation in which the former Chairman and CEO of the Company is a principal, acquired the controlling interest in World Casinos & Resorts, Inc. during 2017. As of December 31, 2022, WPFH wrote off its earlier investments in several operating companies, retaining only its interest in LinkDate.

Vezbi, Inc. was incorporated in California on July 25, 2016, and was a development stage company from inception until late in 2022 when it completed development and began testing of its super-app technology. Henry Jan was the incorporator and primary principal of Vezbi and developer of the super app from inception until the shareholders of Vezbi acquired control of WPF Holdings, Inc. in April 2023, when he removed himself from Vezbi for personal reasons. Vezbi was funded by Mr. Jan personally and through sales of notes and common stock by Vezbi in exempt private transactions.

In December of 2021, WPFH entered into an agreement with Kimco Industries Inc., the owner and operator of the retail chain KPOP 1004, a K-POP and K-Beauty specialty store. KPOP 1004 stores are currently located in the Ontario Mills Shopping Center of Ontario, CA; Westfield Valencia Town Center of Valencia, CA; and the Premium Outlets of Las Vegas, NV. This agreement was not closed during the fiscal year ended December 31, 2022, but on January 23, 2023, WPFH closed its Agreement with Kimco Industries and acquired the online and e-commerce assets from the KPOP 1004 operations. The remainder of Kimco was acquired in the Third Quarter of 2023. This reflects the more technology-focused direction of WPF Holdings and modifies the direction of the Company. The transaction was treated as an acquisition of assets.

On October 11, 2022, the Company entered into a Settlement Agreement and Mutual Release with Maurice Mills and Performance Systems, Ltd. to resolve all issues relating to the failed acquisition of Real Deck, Incorporated by WPFH. Under the terms of the settlement, the Company agreed to issue unregistered common stock valued at \$385,477 at the closing market price on October 14, 2022, plus \$100,000 in cash in installments to discharge in full an outstanding judgment and an additional \$331,500 shares of common stock at the same price in resolution of all other claims. The settlement shares have not yet been issued and the settlement date values are included in Shares Issuable at March 31, 2023

In September 2022, the Company changed its corporate name to WPF Holdings, Inc., changed its domicile to Florida and undertook a 1 for 500 reverse split of its common stock, leaving only 138,004 common shares outstanding. The Company also wrote off as impaired its investments in Real Deck, virtual gaming assets and other assets, retaining only the LinkDate operations as of December 31, 2022. At year end December 2022, WPFH determined that all of the prior acquisitions were impaired except LinkDate and accordingly wrote off the other investments as of December 31, 2022 in anticipation of the acquisition of control of WPFH by the Vezbi shareholders.

During the fiscal year ended December 31, 2023, control of WPF Holdings, Inc. (the "Company") was acquired by six shareholders of Vezbi, Inc., a California corporation, by the exchange of ten shares of WPF Holdings, Inc. common stock for each share of Vezbi, resulting in the issue of 231,886,610, shares of WPF Holdings, Inc. to the six Vezbi shareholders, representing more than 85 percent of the resulting common stock outstanding of Vezbi. An additional 28,440,400 shares of WPFH common stock were issued by December 31, 2023 for additional shares of Vezbi, with the remaining outstanding Vezbi shares reserved and included in Shares Issuable at December 31, 2023. Vezbi, Inc. became first a controlled subsidiary and eventually will be a wholly owned subsidiary of WPF Holdings, Inc.

.As part of he negotiations for the acquisition of WPFH shares by the Vezbi shareholders in early 2023, the sole shareholder of, the Series A convertible preferred stock agreed to modify the conversion terms for the preferred stock, then fixed at a conversion into 51 percent of the resulting outstanding shares of common stock of WPFH, At that time, there were approximately 144,000 common shares outstanding and a voluntary conversion of the Series A preferred shares would have required the issuance of about 149,800 common shares to the Series A holder. To induce the conversion, it was agreed that the Series A shares would convert into a fixed number of 350,000 WPFH common shares thereafter at the election of the Series A holder, In November, 2023, the Series A preferred holder elected to convert to the 350,000 common shares, of which 250,000 shares were issued to one shareholder in early 2024 and the remaining 100,000 common shares are recorded as common shares issuable to four named persons.

TELEMEDICINE

On September 16, 2023, as previously announced, the Company signed a definitive agreement, later amended, to acquire Virtual Health Holdings, Inc ("VHHI"), a Florida Corporation, in exchange for 7 million shares of restricted WPFH common stock, with an additional 4 million shares issuable based on certain milestones over the subsequent 24 months after initial funding is provided by WPFH, to acquire VHHI. During February 2024 the Company executed the definitive agreement and the agreement became effective on January 1, 2024. VHHI has telemedicine operations in all 50 states and 37 countries, being the largest provider of telemedicine services in the Middle East 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. 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 transaction closed in February 2024 although the initial shares have not yet been issued pending confirmation of the street name shareholders to receive shares from the Depositary Trust Company.

The table below summarizes the net assets/(obligations) acquired by the Company from VHHI:

Cash	\$	19,403
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Accounts receivable	122,000
Goodwill	828,216
Intangible, net of accumulated amortization of \$596,718	419,066
Accounts payable and accrued expenses	(1,072,682)
Advances from related party	(1,487,745)
Notes payable	(1,059,684)
Other current liability	(1,530,856)
Convertible debt	(445,000)
Net assets/(obligations) acquired	<u>(4,207,282)</u>

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, the Company will be able to break through the “log jam” that the healthcare industry has struggled with as it tries to adapt to the growing digital world.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company as of December 31, 2023, include the financial statements of Vezbi, Inc as a reverse merger transaction, VHHL and its subsidiaries. In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make the Company's financial statements not misleading have been included. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of the Company and its wholly owned and majority owned subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash includes all cash and highly liquid investments with original maturities of three months or less. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses on these accounts.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to seven year estimated useful lives of the assets.

Impairment of Long-Lived Assets

The Company reviews our long-lived assets for impairment when events or changes in circumstances indicate that the book value of an asset may not be recoverable. The Company evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible impairment. The Company uses an estimate of future undiscounted net cash flows of the related asset or group of assets over the estimated remaining life in measuring whether the assets are recoverable. If it is determined that an impairment loss has occurred based on expected cash flows, such loss is recognized in the statement of operations.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to our customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on management's assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded as income when received.

Income Taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC Topic 740-10. 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 quarters in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly. Due to the uncertainty whether the accumulated losses will be available to offset future revenues, no deferred tax asset has been reported.

The Company follows the provisions of FASB ASC 740-10-50 and has performed a comprehensive review of our uncertain tax positions in accordance with recognition and measurement standards established by the codification. In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a filed tax return, or expected to be taken in a tax return, that has not been reflected in measuring income tax expense for financial reporting purposes. The Company does not expect any reasonably possible material changes to the estimated amount of liability associated with an uncertain tax position. The Company's continuing policy is to recognize accrued interest and penalties related to income tax matters in income tax expense.

Related Parties

For the purposes of these financial statements, parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the other party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities. As a result of the Vezbi acquisition, the Vezbi Family Trust acquired the majority of the common stock of the Company and is considered a related party.

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 926-605 on revenue recognition for entertainment films. Revenue from the sale of film and television programming rights and license arrangements will be recognized only when persuasive evidence of a sale or arrangement with a customer exists, the project is complete, the contractual delivery arrangements have been satisfied, the license period has commenced if applicable, the arrangement fee is fixed or determinable, collection of the arrangement fee is reasonably assured, and other conditions as specified in the respective agreements have been met.

Revenue from production services for third parties is recognized when the production is completed and delivered. All associated production costs are deferred and charged against income when the film is delivered, and the related revenue is recognized.

Fees for other services provided to third parties are recognized as revenues when the services are performed and there is reasonable assurance over the collection of the fees. Cash received in advance of meeting the revenue recognition criteria described above is recorded as deferred revenue.

Basic and Diluted Earnings/ (Loss) Per Share

Net earnings and loss per share is computed in accordance with FASB ASC 260-10 and requires the presentation of both basic and diluted earnings per share. Basic net earnings and loss per common share is computed using the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur through the potential effect of common shares issuable upon the exercise of stock options, warrants and convertible securities. The calculation assumes: (i) the exercise of stock options and warrants based on the treasury stock method; and (ii) the conversion of convertible preferred stock only if an entity records earnings from continuing operations, as such adjustments would otherwise be anti-dilutive to earnings per share from continuing operations.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the

financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from those estimates and those differences could be material.

Going Concern

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has suffered an operating loss, has operating cash outflows, and negative working capital and positive stockholders' equity. Our ability to continue as a going concern is dependent upon achieving profitable operations and generating positive cash flows. The previous level of operations may not sustain the Company's expenses and it may have to borrow additional funds to meet cash needs. These factors, among others, could affect our ability to continue as a going concern; however, pending acquisitions and business growth are expected to provide sufficient capital to meet our working capital needs for more than the next 12 months.

There can be no assurances that the Company will be able to achieve profitable operations or obtain additional funding. These factors create substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty.

Other Comprehensive Income

The Company has no components of other comprehensive income and, accordingly, no Statement of Comprehensive Income has been included in the accompanying consolidated financial statements.

Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial condition or the results of our operations.

Note 2. FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1. We value assets and liabilities included in this level using dealer and broker quotations, bid prices, quoted prices for similar assets and liabilities in active markets, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Initial valuations of recent acquisitions have been valued based on the trading price of the stock consideration given by the Company plus any related cash consideration.

Recurring Fair Value Measurements

In accordance with accounting principles generally accepted in the United States, certain assets and liabilities are required to be recorded at fair value on a recurring basis. During the fiscal period ended March 31, 2024, no adjustments were required.

Note 3. INCOME TAXES

The Company accounts for income taxes in accordance with accounting standards for Accounting for Income Taxes which require the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax

credit carryforwards. Additionally, the standards require the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The following is a reconciliation of income taxes computed using the statutory Federal rate to the income tax expense reflected in the financial statements at March 31, 2024 and 2023:

Income tax provision at the federal statutory rate	34%
Income tax provision at the state statutory rate	4%
Effect of operating losses	(38%)

Under Sections 382 and 269 (the 'shell corporation' rule) of the Code following an 'ownership change,' special limitations ('Section 382 Limitations') apply to the use by a corporation of its net operating loss, or NOL, carryforwards arising before the ownership change and various other carryforwards of tax attributes (referred to collectively as the 'Applicable Tax Attributes'). It is anticipated that these Attributes will apply to the Company as a result of the acquisition of control of the Company by the Vezbi shareholders.

Note 4. OPERATING LEASES

At March 31, 2024, the Company occupied leased virtual office space in Melbourne, Florida as its principal and sole offices and Vezbi maintained its principal virtual offices in Pasadena, California.

Note 5. CONVERTIBLE DEBT

In September 2023 the Company issued a convertible note in the principal amount of \$35,000 for a cash investment. The note matures in 2024 bears interest at 8 percent and is convertible at the election of the holder into common stock at a conversion price of 60 percent of the 10-day average closing price ending with the date of conversion. On September 8, 2023, a second note was issued on identical terms. in the principal amount of \$100,000. No additional convertible notes were issued in the quarter ended March 31, 2024.

As part of the acquisition of the net assets of VHHL, the Company assumed the liability for convertible notes totaling \$445,000. During the year ended December 31, 2022, the VHHL received proceeds of \$395,000 from the issuance of convertible notes with 18 investors. The notes have a term of three years from issuance and pay interest of 8.5%, and, during the year ended December 31, 2021, the VHHL received proceeds of \$50,000 the issuance convertible notes with three investors. The notes have a term of three years from issuance and pay interest of 8.5%.

Convertible Debt Note Holders have the right from time to time, and at any time during the period beginning on the date which is 180 days following the issue date and ending on the later of the Maturity Date and the date of payment of the Default Amount at the conversion price of \$1.00 per share.

Note 6. Other Current Liability

As part of the acquisition of the net assets of VHHL, the Company assumed the Other Current Liability totaling \$1,530,000. The Other Current Liability was determined as follows:

As of December 31, 2021, CareClix Holdings, Inc. f/k/a Solei Systems, Inc. (SOLI) completed the Interim Closing of the transfer of its four subsidiaries to Life on Earth, Inc. (LFER). The four subsidiaries were CareClix, Inc., CareClix Services, Inc., CareClix RPM, Inc. and MyCareClix, Inc. The consideration for the transfer was an undertaking to issue common shares of LFER to the shareholders of SOLI as soon as those common shares were registered with the SEC, required to be completed by May 31, 2022. As a result of that transaction, SOLI would have no remaining assets, but had a series of convertible promissory notes outstanding convertible, the principal amounts aggregating to \$1,110,000, into SOLI common stock at the option of the holder but maturing in Fall 2021 or Spring 2022. Each of the noteholders was contacted and offered the option to convert their existing note into a convertible note in LFER or to a promissory note in CareClix, Inc., however, the nine note holders (some with multiple notes) refused and insisted on retaining their existing notes in CareClix Holdings, Inc. (hereafter the "SOLI Notes"). Following the December 31, 2021, contingent closing, SOLI adopted a plan of complete liquidation with its only assets being the contingent interest in the four former subsidiaries pending the effectiveness of the registration statement to be filed by LFER and its only liabilities being the total principal and accrued interest on the SOLI Notes.

To continue the operations of the CareClix business and to honor the commitment to repaying the outstanding notes, notwithstanding the refusal of the nine SOLI noteholders, CareClix, Inc. agreed with SOLI to assume the obligation to repay the amounts owed by SOLI as of December 31, 2021 in exchange for the cancellation of intercompany advances by SOLI to CareClix, Inc. in the same amount. Accordingly, the SOLI Notes liability was placed on the books of CareClix, Inc. effective January 1, 2022 as an "Other Current Liability", technically without interest. Interest, however, is being accrued on this liability nonetheless because Mr. Charles Scott, principal shareholder of Virtual Health Holdings, Inc. ("VHHI"), determined that it is in the Company's best interest to honor the Company's original commitment to the nine SOLI note holders. There is no direct relationship between CareClix, Inc. and the nine SOLI noteholders and no documentation of any loans or other liability of CareClix, Inc. to the nine SOLI noteholders.

In May 2022, the default date on the registration of the shares to be issued by LFER as the consideration for the transfer of the CareClix subsidiaries to LFER was extended and in September 2022, the extension was rescinded, and the transaction was cancelled. The four CareClix subsidiaries then reverted automatically to SOLI, were immediately transferred by SOLI in liquidation to the SOLI Liquidation Trust and SOLI was dissolved under Florida law. The SOLI Liquidation Trust then conveyed the four CareClix subsidiaries to Virtual Health Holdings, Inc., a newly formed Florida corporation, and received all the stock in that entity, all in September 2022.

The twelve recorded promissory notes representing the SOLI Notes liability on the CareClix, Inc. books have been recorded as Other Current Liability by VHHI during 2022.

The following table summarizes the Company's Other Current Liability for the SOLI notes as of March 31, 2024 and December 31, 2023:

	March 31 2024
Other current Liability - beginning	\$ 1,530,856
Increase -	
Accrued interest expense	37,034
Other current Liability - ending	<u>\$ 1,567,890</u>

The Company agreed with SOLI, to assume the obligation to repay the amounts owed by SOLI, principal and accrued interest, as of December 31, 2021 in exchange for the cancellation of intercompany advances by SOLI to CareClix, Inc. in the same amount.

The Company recorded interest expense in the amounts of \$37,034 during the three months ended March 31 2024, which was calculated at an annual rate of 12%, which was the default interest rate of the SOLI Notes.

NOTE 7. SUBSEQUENT EVENTS

WPF Holdings had entered into several agreements as of December 31, 2023 to acquire companies that will allow for a more rapid development in technology, specific market sectors and overall growth. The companies under these agreements ranged from pre-revenue start-ups to nearly 30 years of operational history. These acquisitions are still pending and are expected to close during the second half of 2024.

DIGITAL MARKETING

We have signed a binding term sheet to acquire all of the outstanding stock of as previously announced 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 an amount equal to

\$84 million. We will pay \$30 million in cash to the shareholders of USMG when we have completed a planned secondary stock offering later in 2024. with the remainder of the total purchase price to be issued as restricted stock of WPFH, which is estimated to be 2.7 to 3.2 million shares.

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 annual revenue with approximately \$7 million in profits for the last two years and expects to exceed that in 2024.

The Company plan for USMG is two-fold: 1) give WPFH "in-house" digital marketing to market the various products and services of its subsidiaries and particularly the VHHI telemedicine and MyGuardianDoc™ offerings; and 2) use the USMG technology and expertise to build an enhanced marketing platform within the Vezbi Super App that complies with the commitment not to ever 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.

The Company has 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. Andale Pat is expected to start operating in the Third Quarter.

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,