



**REGALWORKS MEDIA, INC.**

Address: 4692 Millennium Dr, Ste 307, Belcamp, MD 21017

Phone #: 410-671-2260

Website: [www.purerudi.com](http://www.purerudi.com)

Email : [info@purerudi.com](mailto:info@purerudi.com)

**SEMI-ANNUAL REPORT**

**FOR THE 6 MONTH PERIOD ENDING JUNE 30, 2024**

**OUTSTANDING SHARES**

**The number of shares outstanding of our Common Stock was:**

**300,999,800** As of June 30, 2024 (Current Reporting Period Date )

**300,999,800** As of December 31, 2023 (Most Recent Completed Fiscal Year)

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: ☒

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

Yes: ☒

No ☐

**See Note 4, Page 20**

## 1) Name of the issuer and its predecessors:

Name of Issuer: **RegalWorks Media, Inc.** (from July 15, 2013 to date)

Predecessor Names:

AmerElite Solutions, Inc.(from May 18,2005 to July 15, 2013)

ABC Home Care Specialists, Inc.(from July 26,1994 to May 18,2005)

Incorporated in the State of Nevada on July 26,1994. The Issuer is in active status currently.

There have been no trading suspension orders issued by the SEC concerning the issuer or its predecessors since incorporation

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

**None**

Address of the issuer's principal executive office and principal place of business:

**4692 Millennium Drive, Ste 307, Belcamp, Maryland 21017**

☒ *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?

Yes: ☐

No: ☒

## 2) Security Information

### **Transfer Agent**

Name: Signature Stock Transfer, Inc

Phone: 972-612-4120

Email: [info@signaturestocktransfer.com](mailto:info@signaturestocktransfer.com)

Address: 16801 Addison Road, Ste 247, , Addison, TX 75001

### **Publicly Quoted or Traded Securities**

Trading symbol:	"RWMI"
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	7588U105
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>750,000,000*</u> as of date June 30, 2024
Total shares outstanding:	<u>300,999,800</u> as of date: June 30, 2024
Total number of shareholders of record:	<u>136</u> as of date: June 30, 2024

(\*Note: On February 13, 2024 the Company increased its authorized share capital from 500,000,000 common shares to 750,000,000 common shares of \$0.001 par value each).

### **Other classes of authorized or outstanding equity securities – Not Publicly Traded:**

Trading symbol:	<u>Not applicable</u>
Exact title and class of securities outstanding:	<u>Preferred Shares</u>
CUSIP:	<u>Not applicable</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>75,000,000*</u> as of date: June 30, 2024
Total shares outstanding:	<u>36,104,590</u> as of date: June 30, 2024
Total number of shareholders of record:	<u>1</u> as of June 30, 2024

(\*Note: On February 13, 2024 the Company increased its authorized share capital from 10,000,000 preferred shares to 75,000,000 preferred shares of \$0.001 par value each).

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

The Board of Directors may declare and pay dividends from time to time as advisable and after setting aside a reserve fund to meet contingencies or for equalizing dividends. Dividends are not cumulative. The holders of each common share are entitled to one vote at a meeting of the stockholders. There are no conversion or preemption rights.

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

Preferred stock carries 10 votes for each share issued.

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

No other material rights

**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.**

No material modifications have occurred.

**3) Issuance History****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: **X**

<b><u>Shares outstanding as of January 1, 2022</u></b> Common: <b><u>15,408,484</u></b> Preferred: <b><u>None</u></b>		*Right-click the rows below and select "Insert" to add rows as needed.							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<b><u>Common shares Issued in 2022:</u></b>									
<b><u>January 11, 2022</u></b>	New issuance	2,530,000	Common shares	\$0.165	No	Dane West	Corporate reorganization services	Restricted	144

<b><u>January 11,2022</u></b>	New issuance	2,530,000	Common shares	\$0.165	No	James Knapp	Corporate reorganization services	Restricted	144
<b><u>January 11,2022</u></b>	New issuance	7,250,000	Common shares	\$0.165	No	J. Holt Smith	Corporate reorganization services	Restricted	144
<b><u>January 11,2022</u></b>	New issuance	2,000,000	Common shares	\$0.165	No	Tomi Holden	Corporate reorganization services	Restricted	144
<b><u>January 11,2022</u></b>	New issuance	880,000	Common shares	\$0.165	No	Alan Bailey	Corporate reorganization services	Restricted	144
<b><u>January 11,2022</u></b>	New issuance	300,000	Common shares	\$0.165	No	William Friday	Corporate reorganization services	Restricted	144
<b><u>January 11,2022</u></b>	New issuance	400,000	Common shares	\$0.165	No	J.W. Hibbert	Corporate reorganization services	Restricted	144
<b><u>January 11,2022</u></b>	New issuance	4,720,000	Common shares	\$0.165	No	Ameritech International Corp./ James Knapp sole owner	Corporate reorganization services	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	2,530,000	Common shares	\$0.200	No	Dane West	Acquisition services re; purchase of Pure Rudi, LLC	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	2,530,000	Common shares	\$0.200	No	James Knapp	Acquisition services re; purchase of Pure Rudi, LLC	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	2,530,000	Common shares	\$0.200	No	J. Holt Smith	Acquisition services re; purchase of Pure Rudi, LLC	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	640,000	Common shares	\$0.200	No	Tomi Holden	Acquisition services re; purchase of Pure Rudi, LLC	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	858,768	Common shares	\$0.200	No	Dane West	Full settlement of accounts payable	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	10,085,523	Common shares	\$0.200	No	James Knapp	Full settlement of accounts payable	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	5,034,968	Common shares	\$0.200	No	J. Holt Smith	Full settlement of accounts payable	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	144,000,000	Common shares	\$0.200	No	Dan Galluzzo	Portion of purchase price to acquire Pure Rudi, LLC	Restricted	144
<b><u>March 1,2022</u></b>	New issuance	48,000,000	Common shares	\$0.200	No	J. Holt Smith	Portion of purchase price to acquire Pure Rudi, LLC	Restricted	144

<b><u>March 1, 2022</u></b>	New issuance	48,000,000	Common shares	\$0.200	No	J. Holt Smith	Portion of purchase price to acquire Pure Rudi, LLC	Restricted	144
<b>Number of Shares outstanding as of December 31, 2022</b>  <b>Common:</b> <b><u>300,227,743</u></b>  <b>Preferred:</b> <b><u>None</u></b>									
<b><u>Common shares issued in 2023</u></b>									
<b><u>September 12, 2023</u></b>	Cancel	( 227,943)	Common Shares	\$0.001	N/A	J. Holt Smith	Return of stock for cancellation		
<b><u>November 18, 2023</u></b>	New Issuance	1,000,000	Common Shares	\$0.0611	No	Cimarron Trust (Meredith McCann trustee)	For services	Restricted	144
<b><u>May 14, 2024</u></b>	New Issuance	36,104,590	Preferred Shares	\$0.001	N/A	Randy Packett	Settlement of Short-Term loans	Restricted	144
<b>Number of Shares issued and outstanding as of December 31, 2023</b>  <b>Common: <u>300,999,800</u></b> <b>Preferred: <u>None</u></b>									
<b>Number of Shares issued and outstanding as of March 31, 2024</b>  <b>Common: <u>300,999,800</u></b> <b>Preferred: <u>None</u></b>									
<b>Number of Shares issued and outstanding as of June 30, 2024</b>  <b>Common: <u>300,999,800</u></b> <b>Preferred: <u>36,104,590</u></b>									

**B.**

**Promissory and Convertible Notes**

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

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

Date of Loan 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 Debt holder	Reason for Issuance (e.g. Loan, Services, etc.)

<u>April 1, 2023</u>	<u>\$25,000</u>	<u>\$25,000</u>	<u>\$1,755</u>	<u>April 1, 2024</u>	<u>Not convertible</u>	<u>Tomi Holden</u>	<u>Working capital funding</u>
<u>April 1, 2023</u>	<u>\$25,000</u>	<u>\$25,000</u>	<u>\$1,755</u>	<u>April 1, 2024</u>	<u>Not convertible</u>	<u>John Holt Smith</u>	<u>Working capital funding</u>
	<u>Total :</u>		<u>Total:</u>				
	<u>June 30, 2024</u>		<u>June 30, 2024</u>				
	<u>\$50,000</u>		<u>\$3,510</u>				

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

##### A. Summary of the Issuer's business operations:

Originally, under the Company's name of AmerElite Solutions, Inc the Company was engaged in the business of developing, manufacturing, marketing and selling the Collesense™ Premium Skin Care Collection, a revolutionary skin care line combining next generation science with nature . On July 15, 2013 the Company acquired RegalWorks Inc as its wholly owned subsidiary. RegalWorks Inc. worked to develop (with the object of producing) quality motion pictures worthy of wide theatrical release, with its focus on family films with compelling, inspirational stories geared towards broad family audiences. However, RegalWorks was not able to successfully raise capital on acceptable terms sufficient to fully initiate this plan into actual movie production and discontinued this business model.

On March 1, 2022 the Company acquired 100% of Pure Rudi, LLC. a premium U.S. based business that includes the production and distribution of products that are plant-based nutraceuticals offering health and wellness to customers. Based in Maryland, Pure Rudi utilizes rare, organic all-natural ingredients in its proprietary dietary supplements and topical products. Pure Rudi has perfected a product that it believes offers customers relief from pain, inflammation, insomnia, stress, and anxiety caused by arthritis and other immunocompromised diseases and ailments. The Company operates as the holding company for Pure Rudi, which operates as a wholly owned subsidiary. Accordingly, this latest acquisition brings the Company back to its original continuing business model of manufacturing and distributing health and wellness based products made from natural ingredients.

Over the past several months the Company has produced creams and tinctures of its product and have been distributing samples to a variety of potential customers, with very favorable results and interest. The Company is now in the process of rolling out its product for potential sale to consumers through local retail stores and nursing homes. Subsequent to June 30, 2024 Pure Rudi LLC closed on 5 distributor agreements through which it anticipates accelerating the sale of its products commencing in Q3/2024.

## **B. Description of subsidiaries, parents or affiliated companies**

The Company owns 100% of RegalWorks, Inc. which it acquired with stock on July 27, 2013. Effective March 1, 2022 the Company also owns 100% of Pure Rudi, LLC. which it also acquired with stock. (See Section 7 for officers and directors etc).

## **C. Issuers' principal products or services, and their markets**

Following the acquisition of Pure Rudi, LLC, the Company's business model is the growing, cultivation, manufacture and distribution of health and wellness products that are plant-based nutraceuticals from the Ruderalis plant that it believes offers customers relief from pain, inflammation, insomnia, stress, and anxiety caused by arthritis and other immunocompromised diseases and ailments. Presently, the primary market for the health and wellness products referred to above is the U.S., and in particular, Maryland. The Company therefore grows and cultivates Ruderalis whereby seeds are planted and the crops are harvested on an ongoing basis, and their extract creates creams and tinctures for distribution and sale to local retail stores and business communities.

### **5) Issuer's Facilities**

The Company operates from offices provided by the Company's CEO located at 4692 Millennium Drive, Ste 307, Belcamp, MD 21017. The Company's Pure Rudi LLC subsidiary operates from its plant cultivation facility located at 2712 Baldwin Mill Road, Baldwin, MD 21013

### **6) Officers, Directors, and Control Persons:**

**At the date of this filing, the Company's present officers are:**

**Randy Packett\* –Director and CEO**

**Dan Galluzzo – Director and Vice President, Product Innovation**

**John Holt Smith - Director**

**James L. Knapp - Director and Company Secretary**

**Dane West – Director**

**Alan Bailey – CFO**

**Lisa Krick – Vice President, Product Development**

\*Randy Packett is an Investment Advisor Representative and is the founder, President, and CEO of Chesapeake Capital Management. He has been assisting investors manage their portfolios for over 38 years. Randy began his career as an Investment Counselor with a large investment firm and quickly moved to the top as the Chief Marketing Officer, overseeing all investment practices and procedures. In 1995, he started his own independent financial planning firm, Chesapeake Financial Solutions, and focused primarily on the needs of retirees and the senior population. Randy formed Chesapeake Capital Management in 2015 and currently services clients in Maryland, Virginia, Delaware and Pennsylvania.

**Officers owning stock, and Control persons owning more than 10% of the issued and outstanding shares, are set out below:**

<b>Name of Officer/Director and Control Person</b>	<b>Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding at date of Filing *</b>	
<b>Officers, Directors and Holder of more than 10%:</b>						
Randy Packett	Director & CEO	Forest Hill, Maryland	60,000,000	Common (restricted)	19.93%	Rule 144R
Randy Packett	Director & CEO	Forest Hill, Maryland	36,104,590	Preferred (restricted)	100%	Rule 144R
John Holt Smith	Director	Dallas, Texas	28,629,016	Common (restricted)	9.51%	Rule 144R
Dan Galluzzo	Director & Vice President Product Innovation	Baldwin, Maryland	72,000,000	Common (restricted)	23.9%	Rule 144R
Lisa D. Krick	Vice President, Product Development	Baldwin, Maryland	72,000,000	Common (restricted)	23.9%	Rule 144R
James L. Knapp	Director & Secretary	Scottsdale, AZ	15,273,538	Common (restricted)	5.07%	Rule 144R
Dane West	Director	Wendell, North Carolina	9,753,768	Common (restricted)	3.24 %	Rule 144R
Alan Bailey	CFO	Palos Verdes, California	None	Common (restricted)	N/A	Rule 144

**(\*Note: percentages above are based on a total of 300,999,800 issued and outstanding common as at June 30, 2024 and at the date of this filing)**

## **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);

**None**

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;

**None**



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;

**None**

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

**None**

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.

**None**

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.

**None**

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to 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**

## **6) Third Party Service Providers**

Below are each of the following outside providers to the Company:

### **Securities Counsel**

Jonathan D. Leinwand, P.A.  
18305 Biscayne Blvd, Suite 200,  
Aventura, FL 33160  
Tel: 954-903-7856,  
email: jonathan@jdlpa.com

### **Accountant or Auditor**

**None**

### **Investor Relations Consultant**

**None.**

### **Other Service Providers**

**None**

## **9) Disclosure & Financial Statements**

A.This Disclosure Statement was prepared by:

Name Alan Bailey  
Title: CFO

**REGALWORKS MEDIA, INC. SEMI-ANNUAL REPORT FOR THE 6 MONTHS ENDED JUNE 30, 2024**

Relationship to Issuer: **Officer**

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)<sup>2</sup>:

Name Alan Bailey  
Title: **CFO**  
Relationship to Issuer: **Officer**

Alan Bailey is a Chartered Accountant with more than 60 years as a senior accountant, senior auditor and financial executive in both public accounting and industry, and has maintained the books of account and prepared quarterly and annual financial reports, for both 12g SEC reporting and for alternative OTCMarkets reporting, for variety of businesses and enterprises for approximately 15 years

Provide the following financial statements:

**ATTACHED ARE THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF REGALWORKS MEDIA INC. FOR THE SEMI-ANNUAL PERIOD OF 6 MONTHS ENDED JUNE 30, 2024.**

- A Audit letter ( not applicable)
- B. Balance Sheet;
- C. Statement of Income;
- D. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- E. Statement of Cash Flows;
- F. Financial Notes

## 10) Issuer Certification

*Principal Executive Officer:*

I, Randy Packett certify that:

1. I have reviewed this Disclosure Statement for Regalworks Media, 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.

August 5, 2024

/s/ Randy Packett CEO's Signature]

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

*Principal Financial Officer:*

I, Alan Bailey certify that:

1. I have reviewed this Disclosure Statement for Regalworks Media, 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.

August 5, 2024 [Date]

/s/Alan Bailey (CFO's Signature]

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



**REGALWORKS MEDIA, INC.**  
**Index to the Semi-Annual Financial Statements**  
**For the 6 Months Ended June 30, 2024**

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**REGALWORKS MEDIA, INC.**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	June 30, <u>2024</u>	December 31, <u>2023</u>
<b>Assets</b>		
Current assets		
Cash	\$ 6,610	\$ 8,080
Accounts receivable	753	453
Cultivated plants, product and processing equipment	16,819	9,783
Prepaid expense	<u>3,960</u>	<u>960</u>
	<u>28,142</u>	<u>19,276</u>
Non-current assets		
Goodwill on the acquisition of Pure Rudi, LLC	<u>235,639</u>	<u>235,639</u>
<b>Total assets</b>	<b>\$ <u>263,781</u></b>	<b>\$ <u>254,915</u></b>
<b>Liabilities and stockholders' equity</b>		
Current liabilities		
Accounts payable and accrued expense	\$ 11,507	\$ 11,482
Promissory notes, and accrued interest	53,510	52,014
Amount due related party	<u>50,000</u>	<u>73,993</u>
	<u>115,017</u>	<u>137,489</u>
<b>Stockholders' equity</b>		
Preferred stock - \$0.001 par value:		
75,000,000 shares authorized,		
36,104,590 and None issued and outstanding		
at June 30, 2024 and December 31, 2023, respectively	36,105	-
Common stock - \$ 0.001 par value		
750,000,000 shares authorized,		
300,990,800 issued and outstanding		
at June 30, 2024 and December 31, 2023, respectively	301,000	301,000
Additional paid-in capital	1,484,627	1,484,627
Retained earnings(deficit)	<u>(1,672,968)</u>	<u>(1,668,201)</u>
	<u>148,764</u>	<u>117,426</u>
<b>Total liabilities and stockholders' equity</b>	<b><u>\$263,781</u></b>	<b><u>\$ 254,915</u></b>

See the accompanying notes to these financial statements

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**REGALWORKS MEDIA, INC.**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	<u>3 Months Ended</u>		<u>6 Months Ended</u>	
	<u>June 30, 2024</u>	<u>June 30, 2023</u>	<u>June 30, 2024</u>	<u>June 30, 2023</u>
-				
Revenue	<u>\$ 350</u>	<u>\$1,315</u>	<u>\$ 1,150</u>	<u>\$ 1,445</u>
Increase (decrease) in production of product for resale	<u>(3,540)</u>	<u>8,686</u>	<u>5,309</u>	<u>8,686</u>
Operating expense				
Product testing, cultivation and samples	-	2,032	2,767	4,559
Management compensation	-	2,000	-	2,000
General and administrative	<u>3,602</u>	<u>5,797</u>	<u>6,963</u>	<u>8,872</u>
=	<u>3,602</u>	<u>9,829</u>	<u>9,730</u>	<u>15,431</u>
Operating income (loss)	<u>(6,792)</u>	<u>172</u>	<u>(3,271)</u>	<u>(5,300)</u>
Other income (expense)				
Note interest	<u>( 748)</u>	<u>-</u>	<u>(1,496)</u>	<u>-</u>
Net income (loss)	<u>\$ (7,540)</u>	<u>\$172</u>	<u>\$ (4,767)</u>	<u>\$ (5,300)</u>
Weighted average common shares				
outstanding	<u>300,999,800</u>	<u>300,227,743</u>	<u>300,999,800</u>	<u>300,227,743</u>
Net income (loss) per common share	<u>\$(0.000025)</u>	<u>*</u>	<u>\$(0.000016)</u>	<u>\$(0.000018)</u>

\*negligible

See the accompanying notes to these financial statements

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**REGALWORKS MEDIA, INC.**  
**Statement of Retained Earnings(Deficit) (Statement of Changes in Stockholders' Equity)**  
**For the 3 and 6 Months Ended June 30, 2024**

(Unaudited)

	<u>Preferred Shares</u>		<u>Common Shares</u>		<u>Additional</u>	<u>Retained</u>	<u>Stockholders'</u>
	<u>Number</u>		<u>Number</u>		<u>Paid -In</u>	<u>Earnings</u>	<u>Equity</u>
	<u>Issued</u>	<u>Amount</u>	<u>Issued</u>	<u>Amount</u>	<u>Capital</u>	<u>(Deficit )</u>	
Balance, January 1, 2024	-	\$ -	300,999,800	\$301,000	\$1,484,627	\$(1,668,201)	\$ 117,426
Net income for the 3 Months ended March 31, 2024	-	-	-	-	-	2,773	2,773
Balance, March 31, 2024	-	-	300,999,800	\$301,000	\$1,484,627	\$(1,665,428)	\$120,199
Issuance of Preferred Shares towards repayment of amount due related party	36,104,500	36,105	-	-	-	-	36,105
Net loss for the 3 Months ended June 30, 2024	-	-	-	-	-	(7,540)	(7,540)
Balance, June 30, 2024	<u>36,104,500</u>	<u>\$36,105</u>	<u>300,999,800</u>	<u>\$301,000</u>	<u>\$1,484,627</u>	<u>\$1,672,968</u>	<u>\$148,764</u>

See the accompanying notes to these financial statements

F3

**REGALWORKS MEDIA, INC.**  
**Statement of Retained Earnings (Deficit) (Statement of Changes in Stockholders' Equity)**  
**For the 3 and 6 Months Ended June 30, 2023**

(Unaudited)

	<u>Preferred Shares</u>		<u>Common Shares</u>		<u>Additional</u>	<u>Retained</u>	<u>Stockholders'</u>
	<u>Number</u>	<u>Amount</u>	<u>Number</u>	<u>Amount</u>	<u>Paid -In</u>	<u>Earnings</u>	<u>Equity(Deficit)</u>
	<u>Issued</u>		<u>Issued</u>		<u>Capital</u>	<u>(Deficit)</u>	
Balance, January 1, 2023	-	-	300,227,743	\$300,228	\$1,484,399	\$(1,650,655)	\$ 133,972
Loss for the 3 months ended March 31, 2023	-	-	-	-	-	(5,472)	(5,472)
Balance, March 31, 2023	-	-	300,227,743	\$300,228	\$1,484,399	\$(1,656,127)	\$128,500
Net Income for the 3 months ended June 30, 2023	-	-	-	-	-	172	172
Balance, June 30, 2023	-	-	300,227,743	\$300,228	\$1,484,399	\$(1,655,955)	\$128,672

See the accompanying notes to these financial statements

F4



**REGALWORKS MEDIA, INC.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<u>6 Months Ended</u>	
	<u>June 30, 2024</u>	<u>June 30, 2023</u>
Cash used in operating activities:		
Net income (loss)	\$ (4,767)	\$ ( 5,300)
Increase in accounts receivable	(300)	(1,181)
Increase in prepaid expense	(3,000)	(3,840)
Increase in cultivated plants, product and processing equipment	( 7,036)	(8,686)
Increase in accrued note interest	1,496	2,014
Increase in accounts payable and accrued expense	<u>25</u>	<u>196</u>
Cash used in operating activities	<u>(13,582)</u>	<u>(16,797)</u>
Cash used in investment activities:	<u>-</u>	<u>-</u>
Cash from financing activities:		
Increase in amount due related party	<u>12,112</u>	<u>24,153</u>
Increase (decrease) in cash	(1,470)	7,356
Cash, beginning of period	<u>8,080</u>	<u>2,885</u>
Cash, end of period	<u>\$ 6,610</u>	<u>\$ 10,241</u>
Supplemental information:		
Transaction not involving cash:		
Issuance of 36,104,590 Preferred shares	\$ (36,105)	\$ -
Reduction in amount due related party	\$ 36,105	\$ -

See the accompanying notes to these financial statements

F5

**REGALWORKS MEDIA, INC. SEMI-ANNUAL REPORT FOR THE 6 MONTHS ENDED JUNE 30, 2024**

**REGALWORKS MEDIA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED JUNE 30, 2024**  
**(Unaudited)**

**NOTE 1 - GENERAL ORGANIZATION AND BUSINESS**

RegalWorks Media, Inc. (the “Company”) was incorporated in the state of Nevada July 26, 1994, as ABC Home Care Specialists, Inc., and on May 18, 2005, changed its name to AmerElite Solutions, Inc. “AmerElite”.

On June 27, 2013, the Company entered into an agreement to acquire all of the outstanding shares of RegalWorks, Inc. a privately owned Nevada corporation (RWI). On July 15, 2013, the Company completed its reorganization with RWI, which then became a wholly owned subsidiary. The Company name was also changed on that date from AmerElite Solutions, Inc. to RegalWorks Media, Inc. to reflect an additional business operation of being an early-stage independent film studio led by a highly regarded team of media and business executives. Subsequent to the acquisition, the Company also began to develop feature films with a proprietary framework that matches audiences with film content through its wholly owned Regalworks subsidiary. It worked to produce quality motion pictures worthy of wide theatrical release, making a substantive contribution to the landscape of family films with compelling, inspirational stories geared towards broad family audiences, leading producers and directors to produce buzzworthy family films with memorable story lines and characters. Although the Company has had many meetings and negotiations for film financing, script acquisition, production and distribution planning, its Regalworks subsidiary has not been able to fully progress on its production objectives become development and planning. Difficulty in obtaining film finance by independent film companies has increased significantly with the rise of streaming services that tend to finance their own projects and, more recently, with the impact of the global pandemic that almost completely shut down entertainment production globally until recently. Therefore, to date, the Company has been unable to raise a meaningful portion of the funding for any of its intended film projects so that they can begin pre-production.

Because of the challenges raising film production financing in recent years, management has been pursuing a merger and acquisition strategy. We have sourced and conducted due diligence on a range of prospects, such as video game companies, an animation studio, a post-production company that includes the acquisition of real estate, a 3-sound stage production campus in Los Angeles, an online songwriting program, and an entertainment production company. Management therefore believes that its operations and assets should not be considered “nominal” but rather reflect a business that is actively pursuing defined business plans. It should be noted that the SEC, as set forth in SEC Release 33-8869, note 172, did not intend to capture “start-up” companies within the definition of a “shell company”.

More recently, management decided to change its original business model and focused on acquiring businesses that manufacture and distribute health and wellness products. In accordance with this business approach, on March 1, 2022 the Company completed its acquisition of 100% of Pure Rudi, LLC, (“Pure Rudi”) a premium U.S. based business that includes the production and distribution of products that are plant-based nutraceuticals offering health and wellness to customers. Based in Maryland, Pure Rudi utilizes rare, organic all-natural ingredients in its proprietary dietary supplements and topical products.

Pure Rudi has perfected a product that it believes offers customers relief from pain, inflammation, insomnia, stress, and anxiety caused by arthritis and other immunocompromised diseases and ailments and has developed a marketing plan and has made sales introductions with a variety of natural health and nutraceutical stores, as well as with senior assisted

living establishments nursing homes, which have expressed strong interest in Pure Rudi creams as a remedy for many ailments, including but not limited to reducing swelling and body pains, as well as assisting in reducing dementia, Alheimers and autism. Beginning May, 2023 the Company began to launch its creams and tinctures for sale at selected retail outlets and it is planning to expand its sales to nursing homes in the Maryland area.

The Company will remain the parent company, operating as a holding company for Pure Rudi LLC, which operates as a wholly owned subsidiary. The Company plans to continue to develop a variety of health based nutraceutical products, such as hair shampoo, developed, marketed and patented under its "Pure Rudi" brand. Subsequent to June 30, 2024 Pure Rudi LLC entered into 5 Distributor Agreements with East Coast retailers. Sales through these distributors are expected to be reported as revenues commencing in Q3/2024.

## **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of and Basis of Presentation** - These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) and include Regalworks Inc and, from March 1, 2022, Pure Rudi, LLC.

**Use of estimates** - Preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Ultimate realization of assets and settlement of liabilities in the future could materially differ from those estimates. Significant estimates include the realization of receivables, the method of depreciation and useful lives assigned to fixed assets, and the revenue to be recognized from services performed.

**Accounts receivable** – the Company's accounts receivable at June 30, 2024 and December 31, 2023 represent product sales and, in the opinion of management, are fully collectible.

**Prepaid expense.** Prepaid expense represents the Company's prepaid OTCMarkets annual subscription, which is being amortized to expense on a monthly basis through February, 2025.

**Goodwill arising on the acquisition of Pure Rudi, LLC.** Goodwill totaling \$235,639 arising from the acquisition of Pure Rudi, LLC is supported by the value of cultivated plants, seeds and roots at June 30, 2024 and at December 31, 2023. We perform a fair value-based impairment test of the carrying value of goodwill on an annual basis and also between annual tests if an event occurs or if circumstances change that would more likely than not reduce the fair value of goodwill below its carrying value. For our annual impairment test, we perform qualitative assessments of our business operations to verify that such operations have fair values that meet or exceed the carrying value of goodwill. We weigh the relative impact of factors that are specific to our business as well as industry and macroeconomic factors.

**Earnings (Loss) per Share** - Basic earnings (loss) per share is calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares during the year or period presented. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year or period presented. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. Diluted earnings (loss) per share are the same as basic earnings (loss) per share due to the lack of dilutive items.

**Income Taxes** - Income taxes are provided in accordance with ASC 740, Income Taxes. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year for deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets may not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. No provision was made for Federal income taxes

At June 30, 2024 the Company had net operating loss carry-forwards of approximately \$1.673 million that begin to expire in 2033.

### NOTE 3 - GOING CONCERN

Until the acquisition of Pure Rudi, LLC the Company had suffered recurring losses from operations and presently has only achieved minimal revenue. Without an infusion of capital, these conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company intends to raise new capital as a health and wellness business rather than an as entertainment business, through a Regulation A equity offering and/or through short-term financing arrangements, including additional interest free advances from the Company's CEO. By way of example, to support the working capital needs of the Company's CEO has provided interest free advances totaling \$86,105 and has been issued 36,104,590 preferred shares to settle a portion of these interest free advances of \$36,105 through June 30, 2024, and one current Director and one former Director have provided financing totaling \$50,000 to date which are evidenced by Promissory Notes which matured on April 1, 2024 and which carry interest of 6% per annum. The current CEO has also indicated his willingness to continue to provide short-term financing to cover the Company's ongoing corporate operating until more longer-term equity financing is obtained. Pure Rudi LLC, having closed on 5 distributor agreements subsequent to June 30, 2024, is expected to generate net cash flow from product sales commencing Q3/2024. However, until more definitive financing is obtained there is no guarantee that the Company will succeed to operate beyond the next 12 months and accordingly this "going concern" comment remains.

### NOTE 4 - STOCKHOLDERS' EQUITY

On January 1, 2022 the Company had a total of 15,408,484 issued and outstanding common shares. On March 1, 2022 the Company issued a total of 20,610,000 restricted common shares in payment of certain corporate reorganization services, issued a total of 8,457,743 restricted common shares in payment of certain corporate acquisition services and issued a total of 15,751,516 restricted common shares in full settlement of certain accounts payable previously incurred and/or paid by its officers for general and administrative expenses. As discussed in Note 1 on March 1, 2022, with the acquisition of Pure Rudi, LLC, the Company also issued a total of 240,000,000 shares of its restricted common stock to the Members of Pure Rudi LLC in exchange for 100% of each of their Membership interests. On August 12, 2023 a Director returned 227,943 common shares for cancellation and on November 18, 2023 the Company issued 1,000,000 common shares in payment for services, so that, collectively, the foregoing resulted in total issued and outstanding common shares at June 30, 2024 and at December 31, 2023 of 300,999,800. On January 13, 2022 the Company increased its authorized common share capital from 100,000,000 shares to 500,000,000 shares of \$0.001 par value each. There was no change to the Company's preferred stock. On February 13, 2024 the Company further increased its authorized common share capital from 500,000,000 shares to 750,000,000 shares of \$0.001 par value each and increased its authorized preferred share capital from 10,000,000 shares to 75,000,000 shares of \$0.001 par value each

On May 15, 2024 the Company issued 36,104,590 Preferred shares to the Company's CEO in settlement of short-term loans to the Company totaling \$36,104.59. Since each Preferred share carries 10 votes at any meeting of the Company's shareholders this issuance of Preferred shares carries the right to a total of 361,045,900 votes, compared to a maximum of 300,999,800 votes attributable to all of the present common shareholders. This therefore constitutes a change in control over the affairs and operations of the Company.

### NOTE 5 – CURRENT LIABILITIES

Current liabilities as of June 30, 2024 and December 31, 2023 include the following:

	At June 30, 2024	At December 31, 2023:
Promissory note, and 6% accrued interest, due director	\$ 26,755	\$ 26,007
Promissory note, and 6%accrued interest, due former director and officer	<u>26,755</u>	<u>26,007</u>
	53,510	52,014
Advances from the Company's CEO, interest free	<u>50,000</u>	<u>73,993</u>
Total	F-8 \$103,510	\$ 126,007