



REGALWORKS MEDIA, INC.

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

Phone #: 410-671-2260

Website: www.purerudi.com

Email : info@purerudi.com

ANNUAL REPORT

FOR THE 12 MONTH PERIOD ENDING DECEMBER 31, 2024

OUTSTANDING SHARES

The number of shares outstanding of our Common Stock was:

300,999,800 As of December 31, 2024 (Current Reporting Period Date and Fiscal Year End)

300,999,800 As of December 31, 2023 (Second Recent Completed Fiscal Year End)

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 Control¹ of the company has occurred over this reporting period:

Yes: ☒

No ☐

See Note 4, Page 15

1) Name of the issuer and its predecessors:

Current 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)

Current State and Date of Incorporation: **Incorporated in the State of Nevada on July 26,1994.**

Standing in this jurisdiction: **Active**

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: Legacy Stock Transfer, Inc

Phone: 972-612-4120

Email: info@legacystocktransfer.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 December 31, 2024
Total shares outstanding:	<u>300,999,800</u> as of date: December 31, 2024
Total number of shareholders of record:	<u>137</u> as of date: December 31, 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: December 31, 2024
Total shares outstanding:	<u>36,104,590</u> as of date: December 31, 2024
Total number of shareholders of record:	<u>1</u> as of December 31, 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 for the two most recently completed fiscal years and any subsequent period

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

No: ☐ Yes: ☒

<u>Shares issued and outstanding as of January 1, 2022</u> Common: <u>300,227,743</u> Preferred: <u>None</u>		*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?

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

B. Convertible Debt

Check this box to confirm the Company had no Convertible Debt issued and outstanding at any point during this period. :
☒

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, LLC 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.

Through Pure Rudi, LLC the Company produces creams, solutions and tinctures of its product and has distributed samples of its products to a variety of potential customers, with very favorable results and interest. The Company has begun the process of rolling out its product for sale to consumers through local retail stores and nursing homes. During 2024 Pure Rudi LLC entered into several distributor agreements through which it anticipates will accelerate the sale of its products commencing fiscal 2025.

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, hair conditioners, solutions 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) All Officers, Directors, and Control Persons owning more than 5% of any class of the issuer's securities:

At the date of this filing, the Company's present officers and directors are: as follows

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.

All Directors, Officers and Control Persons of the Company (being Persons owning more than 5% of the issued and outstanding shares) are set out below:

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding at date of Filing *
Officers, Directors and Holder of more than 10%:					
Randy Packett	Director & CEO	Forest Hill, Maryland	60,000,000	Common (restricted)	19.93%
Randy Packett	Director & CEO	Forest Hill, Maryland	36,104,590	Preferred (restricted)	100%
John Holt Smith	Director & General Counsel	Dallas, Texas	28,629,016	Common (restricted)	9.51%
Dan Galluzzo	Director & Vice President Product Innovation	Baldwin, Maryland	71,000,000	Common (restricted)	23.6%

Lisa D. Krick	Vice President, Product Development	Baldwin, Maryland	72,000,000	Common (restricted)	23.9%
James L. Knapp	Director & Secretary	Scottsdale, AZ	15,273,538	Common (restricted)	5.07%
Dane West	Director	Dallas, Texas	9,753,768	Common (restricted)	3.24 %
Alan Bailey	CFO	Palos Verdes, California	None	Common (restricted)	N/A
There is one other holder of more than 5% of issued and outstanding shares:					
Tomi Rae Holden		Reno, NV	16,140,000	Common (restricted)	5.36%

(Percentages noted above are based on a total of 300,999,800 issued and outstanding common as at December 31, 2024 and at the date of this filing)

We confirm that the information in this table matches our public company profile on www.OTCMarkets.com

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.

REGALWORKS MEDIA, INC. ANNUAL REPORT FOR THE 12 MONTHS ENDED DECEMBER 31, 2024

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

8) 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**
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)²:

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:

FOLLOWING ON PAGES 10-19 ARE THE UNAUDITED ANNUAL CONSOLIDATED FINANCIAL STATEMENTS OF REGALWORKS MEDIA INC. FOR THE YEAR ENDED DECEMBER 31, 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



**REGALWORKS MEDIA, INC.
Index to the Annual Financial Statements
For the 12 Months Ended December 30, 2024**

Financial Statements:	<u>Page</u>
Consolidated Balance Sheets as of December 31, 2024 and December 31, 2023 (unaudited)	11
Consolidated Statements of Income for the Year Ended December 31, 2024 and December 31, 2023 (unaudited)	12
Statement of Retained Earnings (Changes in Stockholders' Equity) for the Year Ended December 31, 2024 (unaudited)	13
Statement of Retained Earnings (Changes in Stockholders' Equity) for the Year Ended December 31, 2023 (unaudited)	14
Consolidated Statements of Cash Flows for the Year Ended December 31, 2024 and December 31, 2023 (unaudited)	15
Notes to Financial Statements	16-19

REGALWORKS MEDIA, INC.
Consolidated Balance Sheets
(Unaudited)

	December 31,	December 31,
	<u>2024</u>	<u>2023</u>
Assets		
Current assets		
Cash	\$ 6,654	\$ 8,080
Accounts receivable	-	-453
Cultivated plants, product and processing equipment	21,688	9,783
Prepaid expense	<u>990</u>	<u>960</u>
Total current assets	<u>29,332</u>	<u>19,276</u>
Non-current assets		
Goodwill on the acquisition of Pure Rudi, LLC	<u>235,639</u>	<u>235,639</u>
Total assets	<u>\$264,971</u>	<u>\$254,915</u>
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable and accrued expense	\$ 11,062	\$ 11,482
Promissory notes, and accrued interest	55,014	52,014
Amount due related party	<u>50,845</u>	<u>73,993</u>
Total current liabilities	<u>116,921</u>	<u>137,489</u>
Stockholders' equity		
Preferred stock: 75,000,000 authorized, \$0.001 par value:		
Issued and outstanding: 36,104 590 at December 31, 2024 ,		
and None at December 31, 2023, respectively	36,105	-
Common stock - \$ 0.001 par value		
750,000,000 shares authorized,		
300,990,800 issued and outstanding at December 31, 2024		
and December 31, 2023, respectively	301,000	301,000
Additional paid-in capital	1,484,627	1,484,627
Retained Earnings (Deficit)	<u>(1,673,682)</u>	<u>(1,668,201)</u>
Total shareholders' equity	<u>148,050</u>	<u>117,426</u>
Total liabilities and stockholders' equity	<u>\$ 264,971</u>	<u>\$ 254,915</u>

See the accompanying notes to these financial statements

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

	<u>Year Ended</u> <u>December 31, 2024</u>	<u>Year Ended</u> <u>December 31, 2023</u>
Revenue		
Product sales	<u>\$ 5,923</u>	<u>\$ 1,440</u>
Operating expense		
Product cultivation and samples	(1,885)	6,852
Management compensation	-	4,000
General and administrative	<u>10,289</u>	<u>9,676</u>
	<u>8,404-</u>	<u>20,528</u>
	=	
Operating loss	<u>(2,481)</u>	<u>(19,082)</u>
Other income (expense)		
Gain on extinguishment of accounts payable	-	3,550
Note interest	<u>(3,000)</u>	<u>(2,014)</u>
	<u>(3,000)</u>	<u>1,536</u>
Net loss	<u>\$ (5,481)</u>	<u>\$(17,546)</u>
 Weighted average common shares outstanding	 <u>300,276,856</u>	 <u>300,276.856</u>
Net loss per common share	<u>\$(0.00002)</u>	<u>\$(0.00006)</u>

See the accompanying notes to these financial statements

REGALWORKS MEDIA, INC.
Statement of Retained Earnings(Deficit) (Statement of Changes in Stockholders' Equity)
For the Year Ended December 31, 2024

(Unaudited)

	<u>Preferred Shares</u>		<u>Common Shares</u>		<u>Additional Paid -In Capital</u>	<u>Retained Earnings (Deficit)</u>	<u>Stockholders' Equity</u>
	<u>Number Issued</u>	<u>Amount</u>	<u>Number Issued</u>	<u>Amount</u>			
Balance, January 1, 2024 -	-	-	300,990,800	\$301,000	\$1,484,627	\$(1,668,201)	\$117,426
Issuance of Preferred Shares in partial settlement of amounts due Related Party	36,104,500	\$36,105	-	-	-	-	36,105
Loss for the Year ended December 31,2024	-	-	-	-	-	(5,481)	(5,481)
Balance, December 31, 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>\$(1,673,682)</u>	<u>\$148,050</u>

See the accompanying notes to these financial statements

REGALWORKS MEDIA, INC.
Statement of Retained Earnings (Deficit) (Statement of Changes in Stockholders' Equity)
For the Year Ended December 31, 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</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
Cancellation of common Shares previously issued	-	-	(227,943)	(228)	228	-	-
Stock issued for services	-	-	1,000,000	1,000	-	-	1,000
Loss for the 12 months ended December 31, 2023	-	-	-	-	-	(17,546)	(17,546)
Balance, December 31, 2023	-	-	<u>300,999,800</u>	<u>\$301,000</u>	<u>\$1,484,627</u>	<u>\$(1,668,201)</u>	<u>\$117,426</u>

See the accompanying notes to these financial statements

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

	<u>Year Ended December 31,</u>	
	<u>2024</u>	<u>2023</u>
Cash used in operating activities:		
Net loss	\$ (5,481)	\$ (17,546)
Decrease (increase) in accounts receivable	453	(453)-
Increase in prepaid expense	(30)	(960)
Increase in cultivated plants, product and processing equipment	(11,905)	(2,513)
Increase (decrease) in accounts payable and accrued expense	2,580	4,660
Stock issued for services	<u>-</u>	<u>1,000</u>
Cash used in operating activities	<u>(14,383)</u>	<u>(15,812)</u>
Cash used in investment activities:	<u>-</u>	<u>-</u>
Cash from financing activities:		
Increase in amount due related party	<u>12,957</u>	<u>21,007</u>
(Decrease) increase in cash	(1,426)	5,195
Cash, beginning of year	<u>8,080</u>	<u>2,886</u>
Cash, end of year	<u>\$ 6,654</u>	<u>\$ 8,080</u>
<u>Supplemental information of Cash Flow Information:</u>		
<u>Non-Cash activity:</u>		
Issuance of Preferred Stock	\$(36,105)	\$ -
Decrease in amount due related party	\$ 36,105	\$ -
Promissory notes payable	\$ 50,000	\$ 50,000 -
Reclassification of advances from former director and officer	\$(25,000)	\$ (25,000) -
Reclassification of amounts due related parties	\$(25,000)	\$ (25,000)

See the accompanying notes to these financial statements

REGALWORKS MEDIA, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 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.. 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. Pure Rudi LLC has entered into 5 Distributor Agreements with East Coast retailers. Subject to raising sufficient operating capital, Revenue through the sales efforts of these distributors are expected to be reported as revenues commencing in fiscal 2025.

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 December 31, 2023 represent product sales and, in the opinion of management, are fully collectible. There were no accounts receivable at December 31, 2024.

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 December 31, 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 December 31, 2024 the Company had net operating loss carry-forwards of approximately \$1.67 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 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 \$86,950 through December 31, 2024 and has been issued 36,104,590 preferred shares to settle a portion of these interest free advances of \$36,105, 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 or until an acquisition or merger candidate materializes. Pure Rudi LLC, having closed on 5 distributor agreements, is expected to generate net cash flow from product sales commencing fiscal 2025. 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 December 31, 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 December 31, 2024 and December 31, 2023 include the following:

	<u>At December 31, 2024</u>	<u>At December 31, 2023:</u>
Accounts payable and accrued expenses	\$11,062	\$11,482
Promissory note, and 6% accrued interest, due director	27,507	26,007
Promissory note, and 6%accrued interest, due former director and officer	<u>27,507</u>	<u>26,007</u>
	66,076	63,496
Advances from the Company's CEO, interest free	<u>50,845</u>	<u>73,993</u>
Total	<u>\$116,921</u>	<u>\$ 137,489</u>

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.

March 11, 2025

/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.

March 11, 2025 [Date]

/s/Alan Bailey (CFO's Signature]

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