

IMD Companies, Inc.

Amendment to Annual Report Financial and Disclosure Statement for 12/31/2024 originally published through the OTC Disclosure & News Service on [04/14/2025](#)

Explanatory Note:

Needed to add a name to a company note in section 3A

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*



IMD COMPANIES INC.
11321 Trade Center Dr. #255
Rancho Cordova, CA 95742

650-222-2863
www.imdcompaniesinc.com
info@imdcompaniesinc.com

Annual Report **Amendment #1**

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,426,071,300 as of December 31, 2024

4,016,071,300 as of December 31, 2023.

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "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.

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

**iMD Companies Inc.
11321 Trade Center Dr. #255
Rancho Cordova, CA 95742**

The original date of Incorporation was March 31, 1993. The Company was originally named ADV Acquisition Corp.;
On 06/16/1993 the name of the Company was changed to Empire Capital Corp.;
On 06/23/1998 the name of the Company was changed to Interfund Resources, Ltd.;
On 03/23/1999 the name of the Company was changed to Interactive Technologies.com Inc.;
On 02/15/2008 the name of the Company was changed to International Coastal Biofuels, Inc.;
On 09/23/2010 the name of the Company was changed to iMD Companies Inc.

Current State and Date of Incorporation or Registration: Florida

Standing in this jurisdiction: Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

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

None

List any stock split, 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:

11321 Trade Center Dr. #255
Rancho Cordova, CA 95742

Address of the issuer's principal place of business:

☒ *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

Name: Olde Monmouth Stock Transfer Co., Inc
Phone: (732) 872-2727
Email: transferagent@oldemonmouth.com
Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

| | |
|--|------------------------------------|
| Trading symbol: | ICBU |
| Exact title and class of securities outstanding: | Common Stock |
| CUSIP: | 44969G 10 1 |
| Par or stated value: | \$0,001 |
| Total shares authorized: | 8,000,000,000 as of date: 12/31/24 |
| Total shares outstanding: | 4,426,071,300 as of date: 12/31/24 |
| Total number of shareholders of record: | 792 as of date: 12/31/24 |

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

None

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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: | Preferred Class A |
| Par or stated value: | \$0.001 |
| Total shares authorized: | 1,000,000 as of date: 12/31/24 |
| Total shares outstanding: | 11 as of date: 12/31/24 |
| Total number of shareholders of record: | 1 as of date: 12/31/24 |

| | |
|---|------------------------------|
| Exact title and class of the security: | Preferred Class B |
| Par or stated value: | \$0.001 |
| Total shares authorized: | 100,000 as of date: 12/31/24 |
| Total shares outstanding: | 100,000 as of date: 12/31/24 |
| Total number of shareholders of record: | 2 as of date: 12/31/24 |

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

None

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

The company has authorized the issuance of 5,000,000,000 of which 4,106,071,300 have been issued as of 03/31/2024. Each common share is entitled to vote on all matters submitted to a vote of the holders of the company.

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

Preferred Series A Convertible Voting Preferred Stock. – 1,000,000 shares authorized, Par value \$.001 shares. 11 shares issued and outstanding; Each share of Series A Preferred is convertible into 100 restricted shares of common stock; Each share of Series A Preferred is convertible into 100 common share votes. Each Series A holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's

common stock on an as if converted to common stock basis. Dividends. The Convertible Preferred Series A Stock is not entitled to receive any dividends in any amount during which such shares are outstanding. Series B Preferred Stock - The Series B Preferred Stock shall consist of 100,000 shares. \$.001 par value. 100,000 shares issued and outstanding. Each share of Series B Preferred is convertible into 250 restricted shares of common stock; Each share of Series B Preferred is convertible into 75,000 common share votes. Each Series B holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Dividends. The Convertible Preferred Series B Stock is not entitled to receive any dividends in any amount during which such shares are outstanding

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

None

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.

None

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: ☒ (If yes, you must complete the table below)

| Shares Outstanding Opening Balance: | | | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | |
|---|--|--|--|---|--|---|---|---|---------------------------------|
| Date <u>12/31/21</u> Common: <u>3,926,071,300</u> Preferred A: <u>11</u> Preferred B: <u>50,000</u> | | | | | | | | | |
| 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. ***You must disclose the control person(s) for any entities listed. | Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
| 05/01/22 | New Issue | 20,000,000 | Common | 0.0001 | Yes | Shane Leupold | Consulting Agreement | Restricted | 4(a)(2) |
| 02/02/23 | New Issue | 20,000,000 | Common | 0.0001 | Yes | Matt Hawkins | Consulting Agreement | Restricted | 4(a)(2) |
| 02/02/23 | New Issue | 20,000,000 | Common | 0.0001 | Yes | Nuno Pereira | Consulting Agreement | Restricted | 4(a)(2) |
| 07/26/23 | New Issue | 30,000,000 | Common | 0.0001 | Yes | Wilmark Limited Partnership Kim Bullard | Consulting Agreement | Restricted | 4(a)(2) |
| 12/15/23 | New Issue | 50,000 | Preferred B | 0.0001 | No | Richard Wilson | Board Resolution | Restricted | 4(a)(2) |
| 01/02/24 | New Issue | 90,000,000 | Common | 0.0004 | No | Randall Marc Fuchs | Consulting Agreement | Restricted | 4(a)(2) |
| 09/25/24 | New Issue | 200,000,000 | Common | 0.00064 | Yes | Anything Media Inc. Chris Jensen | Conversion | Restricted | 4(a)(2) |
| 11/9/24 | New Issue | 120,000,000 | Common | 0.0002 | Yes | Solar Advisors Limited Bryan Byers | Conversion | Restricted | 4(a)(2) |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| Ending Balance: | | | | | | | | | |

| | | |
|----------------------|------------------------------|--|
| Date <u>12/31/24</u> | Common: <u>4,426,071,300</u> | |
| | Preferred A: <u>11</u> | |
| | Preferred B: <u>100,000</u> | |

Any additional material details, including footnotes to the table are below:

None

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

| Date of Note Issuance | Principal Amount at Issuance (\$) | Outstanding Balance (\$) (include accrued interest) | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion ⁵ | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|-----------------------------------|---|---------------|---|----------------------------|---|--|--|
| 04/25/14 | \$26,000.00 | \$53,802.19 | 04/25/15 | See Note 1 | None | 126,593,389 | Irwin Zalcberg | Loan |
| 07/15/17 | \$83,079.00 | \$7,032.45 | 07/15/18 | See Note 1 | None | 16,546,942 | Anything Media, Inc. See Note 3 | Loan |
| 09/30/18 | \$49,495.00 | \$53,184.67 | 09/30/19 | See Note 1 | | 125,140,400 | Anything Media, Inc. See Note 3 | Loan |
| 04/29/20 | \$21,850.00 | \$30,024.89 | 04/29/21 | See Note 1 | None | 70,646,800 | Anything Media, Inc. See Note 3 | Loan |
| 12/23/20 | \$8,500.00 | \$11,236.77 | 12/23/21 | See Note 1 | None | 26,439,459 | Anything Media, Inc. See Note 3 | Loan |
| 01/07/21 | \$25,000.00 | \$32,967.12 | 01/07/22 | See Note 1 | None | 77,569,695 | Reuben Taub | Loan |
| 02/25/21 | \$23,500.00 | \$30,736.71 | 02/25/22 | See Note 1 | None | 72,321,671 | Anything Media, Inc. See Note 3 | Loan |
| 03/01/21 | \$15,000.00 | \$19,606.03 | 03/01/22 | See Note 1 | None | 46,131,836 | David Barish | Loan |
| 03/19/21 | \$25,000.00 | \$31,975.34 | 03/19/22 | See Note 2 | None | 83,595,661 | Aurum Capital Corporation See Note 5 | Loan |
| 04/08/21 | \$100,000.00 | \$129,873.97 | 04/08/22 | See Note 2 | None | 339,539,791 | Anything Media, Inc. See Note 3 | Loan |
| 06/30/21 | \$60,000.00 | \$76,832.88 | 06/30/22 | See Note 2 | None | 200,870,275 | Anything Media, Inc. See Note 3 | Loan |
| 12/29/21 | \$176,000.00 | \$224,131.51 | 12/29/22 | See Note 2 | 120,000,000 | 585,964,733 | Anything Media, Inc. See Note 3 | Loan |
| 01/13/22 | \$25,000.00 | \$30,934.25 | 01/13/23 | See Note 1 | None | 72,786,471 | MiCaddan Marketing Consultants, LLC See Note 4 | Loan |
| 02/17/22 | \$55,500.00 | \$68,248.27 | 02/17/23 | See Note 2 | None | 178,426,850 | Anything Media, Inc. See Note 3 | Loan |

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

| | | | | | | | | |
|-----------------------------------|--------------|----------------|----------------------|------------|-------------|---------------|------------------------------------|------|
| 06/30/22 | \$74,900.00 | \$89,921.04 | 06/30/23 | See Note 2 | None | 235,087,687 | Anything Media, Inc. See Note 3 | Loan |
| 12/10/22 | \$60,000.00 | \$69,889.32 | 12/10/23 | See Note 2 | None | 182,717,177 | Anything Media, Inc. See Note 3 | Loan |
| 05/08/24 | \$36,200.00 | \$38,080.42 | 05/08/25 | See Note 2 | None | 99,556,654 | Anything Media, Inc. See Note 3 | Loan |
| 07/28/24 | \$27,500.00 | \$28,440.27 | 07/28/25 | See Note 2 | None | 74,353,648 | Anything Media, Inc. See Note 3 | Loan |
| 08/24/24 | \$30,000.00 | \$30,848.22 | 08/24/25 | See Note 2 | None | 80,648,942 | Anything Media, Inc. See Note 3 | Loan |
| 09/03/24 | \$149,970.00 | \$153,881.55 | 09/03/25 | See Note 2 | None | 402,304,706 | Anything Media, Inc. See Note 3 | Loan |
| 09/26/24 | \$110,000.00 | \$112,314.52 | 09/26/25 | See Note 2 | None | 293,632,733 | Anything Media, Inc. See Note 3 | Loan |
| Total Outstanding Balance: | | \$1,323,962.39 | Total Shares: | | 320,000,000 | 3,390,875,520 | | |

Any additional material details, including footnotes to the table are below:

- 1 50% Discount to Lowest Price in the 30 days prior to any conversion demand
- 2 55% Discount to Lowest Price in the 6 months prior to any conversion demand
- 3 Chris Jensen holds voting and dispositive control over Anything Media, Inc.
- 4 Allen Rosenthal holds voting and dispositive control over MiCaddan Marketing Consultants, LLC
- 5 John Shebanow holds voting and dispositive control over Aurum Capital Corporation. Aurum demanded conversion on 9/12/2024, however hares remain unissued due to insufficient authorized share, now resolved. This may affect the total number of shares potentially issuable.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com. The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Business Operations

iMD Companies, Inc., is a Florida corporation, The company has re-positioned to be a holding company for acquisitions in health industry. The company and the principals of the management team have extensive backgrounds in finance, new technologies, manufacturing, marketing, and distribution. ICBU's goal is to create and increase shareholder value by tactically growing our core business while strategically seeking to acquire new businesses and create other business alliances, which generate increased revenues and earnings. To that end, we acquired Riize, LLC

B. List any subsidiaries, parent company, or affiliated companies.

Riize, LLC

Riize is revolutionizing the healthcare industry as a leading telemedicine/pharmacy services provider. Our specialized focus on men's and women's sexual health and weight loss sets us apart from the competition due to our revolutionary delivery system. We are proud to offer a convenient and innovative online healthcare service that connects individuals with licensed healthcare providers. Riize provides of personalized care with a platform where patients can easily consult with healthcare professionals remotely. Through video or phone calls, individuals can discuss their symptoms, receive accurate diagnoses, and obtain personalized treatment plans that address their specific needs. Riize, patients no longer have to endure long wait times or travel to a physical clinic. Our user-friendly platform ensures that quality healthcare is just a few clicks away. Join us in shaping the future of healthcare. Experience the convenience and expertise that Riize offers. Your health and well-being are our priorities.

C. Describe the issuers' principal products or services.

Riize provides of personalized care, focused on men's and women's sexual health and weight loss, with a platform where patients can easily consult with healthcare professionals remotely. Through video or phone calls, individuals can discuss their symptoms, receive accurate diagnoses, and obtain personalized treatment plans that address their specific needs. Riize, patients no longer have to endure long wait times or travel to a physical clinic.

5) Issuer's Facilities

The goal of this section is to provide investors 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.

The company has operations in California and Utah. The office in California is for the parent operation and consists of 1500 sq ft. of office and storage for sales, marketing and accounting operations. The company website is www.imdcompaniesinc.com.

The facility in Utah consists of 1200 sq ft. Of office and storage space

6) All Officers, Directors, and Control Persons of the Company

The goal of this section is to provide investors 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 owners.

| Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity) | Position/Company Affiliation (ex: CEO, 5% Control person) | City and State (Include Country if outside U.S.) | Number of Shares Owned (List common, preferred, warrants and options separately) | Class of Shares Owned | Percentage of Class of Shares Owned (undiluted) |
|--|--|--|---|-----------------------------|---|
| Richard Wilson | CEO/President | lone, CA | 11 | Preferred A | 100% |
| Richard Wilson | CEO/President | lone, CA | 50,000 | Preferred B | 50.00% |
| Richard Wilson | CEO/President | lone, CA | 324,500,000 | Common | 7.331% |
| Larry Robertson | Owner of more than 5% | Placerville, CA | 50,000 | Preferred B | 50.00% |
| Libra CAJ, LLC Chris Jensen | Owner of more than 5% | Phoenix, AZ | 226,700,000 | Common | 5.121% |

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: The Verona Firm, PLLC
Brett Allan Verona, Esq.
Address 1: PO Box 18191
Address 2: Tampa, FL 33679
Phone: 813-258-0852
Email: brett@theveronafirm.com

Accountant or Auditor

Name: Albert Golusin
Address1: 4300 N Northsight Blvd Ste 111
Address 2: Scottsdale, AZ 85260
Phone: 602-466-2650
Email: aagolusin@mac.com

Investor Relations

None

All other means of Investor Communication:

X (Twitter): https://twitter.com/imd_inc
Instagram: <https://www.instagram.com/imdcompaniesinc/>

Other Service Providers

None

9) Disclosure & Financial Information

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

Name: Richard D. Wilson
Title: CEO
Relationship to Issuer: CEO

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: Albert Golusin
Title: Accountant
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:⁶ _____

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁶ 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.

iMD Companies Inc.

Unaudited Consolidated Balance Sheets

| | | For the years ended at December 31, | |
|--|----|--|-------------|
| | | 2024 | 2023 |
| ASSETS | | | |
| CURRENT ASSETS: | | | |
| Cash | \$ | 249,917 | 4,235 |
| Accounts receivable | | 72,051 | 6,875 |
| Inventory | | 97,000 | 38,316 |
| Short-term loans and advances | | 0 | 81,893 |
| Total current assets | | 418,968 | 131,319 |
| OTHER ASSETS: | | | |
| Equipment-net | | 126,472 | 53,875 |
| Start up expenses - net | | 37,409 | 0 |
| Goodwill | | 500,894 | 0 |
| Receivables & deposits | | 4,444 | 4,944 |
| Total assets | \$ | 1,088,187 | \$ 190,138 |
| LIABILITIES | | | |
| CURRENT | | | |
| Accounts payable | \$ | 365,058 | 276,357 |
| Accrued compensation to officer and director | | 260,128 | 16,483 |
| Unissued capital stock | | 345,000 | 0 |
| Total current liabilities | | 970,186 | 292,840 |
| LONG TERM | | | |
| Convertible notes payable | | 1,354,212 | 1,103,666 |
| Notes payable | | 730,782 | 0 |
| Due to affiliates | | 321,037 | 0 |
| Accrued interest | | 337,524 | 277,710 |
| Total Liabilities | | 3,713,741 | 1,674,216 |
| STOCKHOLDERS' DEFICIT | | | |
| Preferred stock | | 100 | 100 |
| Common stock | | 4,426,071 | 4,016,071 |
| Additional paid-in capital | | (180,632) | 41,497 |
| Non controlling interest | | 117,600 | 0 |
| Accumulated (deficit) | | (6,988,693) | (5,541,746) |
| Total stockholders' (deficit) | | (2,625,554) | (1,484,078) |
| Total liabilities and stockholders' deficit | \$ | 1,088,187 | \$ 190,138 |

See accompanying notes to these unaudited consolidated financial statements.

iMD Companies Inc.

Unaudited Consolidated Statements of Operations

| | For the years ended December 31, | |
|---|-------------------------------------|---------------------|
| | 2024 | 2023 |
| Total sales revenue | \$ 1,018,431 | \$ 0 |
| Total cost of sales | <u>532,379</u> | <u>0</u> |
| GROSS PROFIT | 486,052 | 0 |
| OPERATING EXPENSES | | |
| Bad debts | 19,175 | 17,500 |
| Bank fees | 631 | 675 |
| Computer & Internet | 247,260 | 1,097 |
| obsolete inventory | 1,316 | 3,613 |
| Professional fees | 71,261 | 62,476 |
| Officer wages | 37,300 | 13,950 |
| Salary & wages | 226,164 | 7,700 |
| General and admin | 76,074 | 5,382 |
| Research & development | 34,298 | 8,942 |
| Marketing | 1,018,944 | 7,743 |
| Rent & utilities | 13,736 | 4,800 |
| Telephone | 2,461 | 2,792 |
| Travel & meals | 67,585 | 9,714 |
| Trf Agent & regulatory fees | 11,350 | 8,950 |
| Total operating expenses | <u>1,827,555</u> | <u>155,334</u> |
| TOAL OPERATING INCOME (LOSS) | (1,341,503) | (155,334) |
| OTHER INCOME AND (EXPENSE) | | |
| Depr & Amort | (24,937) | (23,637) |
| Interest expense | <u>(80,507)</u> | <u>(21,665)</u> |
| Consolidated net (loss) | (1,446,947) | (200,636) |
| Less net (loss) non controlling | 194,289 | 0 |
| Net (loss)-attributable to IMD | <u>\$ (1,252,658)</u> | <u>\$ (200,636)</u> |
| (Loss) per share | \$ Nil | \$ Nil |
| Basic | \$ Nil | \$ Nil |
| Diluted | | |
| * Unissued common shares are anti-dilutive. | | |
| Wtd Avg Shares Outstanding | 4,177,495,958 | 4,016,071,300 |

See accompanying notes to these unaudited consolidated financial statements.

iMD Companies Inc.
Unaudited Statement of Stockholders Equity

| | Preferred Shares | Preferred Amount | Common Shares | Amount | Paid-In Capital | Noncontrolling Interest | Accumulated (Deficit) | Total |
|---|---------------------|---------------------|------------------|-------------|--------------------|----------------------------|--------------------------|-------------|
| Balance at December 31, 2023 | 100,011 | \$100 | 4,016,071,300 | \$4,016,071 | \$41,497 | 0 | (\$5,541,746) | (1,484,078) |
| Common stock for services | | | 90,000,000 | 90,000 | (54,000) | | | 36,000 |
| Common stock for debt | | | 320,000,000 | 320,000 | (168,129) | | | 151,871 |
| Minority interest in Riize acquisition | | | | | | (76,689) | | (76,689) |
| Net (loss) for year ended Dec. 31, 2024 | | | | | | 194,289 | (1,446,947) | (1,252,658) |
| Balance at December 31, 2024 | 100,011 | \$100 | 4,426,071,300 | 4,426,071 | (180,632) | 117,600 | (6,988,693) | (2,625,554) |

See accompanying notes to these unaudited consolidated financial statements.

iMD Companies Inc.

Unaudited Consolidated Statements of Cash Flows

| | For the years ended December 31, | |
|--|-------------------------------------|-----------------|
| | 2024 | 2023 |
| OPERATING ACTIVITIES | | |
| Net (loss) for the period | \$ (1,252,658) | \$ (200,636) |
| Adjustments to reconcile net loss to net cash (used in) provided by operating activities: | | |
| Common stock issued for services | 36,000 | 0 |
| Depreciation | 24,937 | 0 |
| Changes in assets and liabilities: | | |
| (Incr)/decr - Inventory | (58,684) | 3,613 |
| (Incr)/decr - accounts receivable | (65,176) | 1,500 |
| (Incr)/decr - note receivable | 4,000 | 15,636 |
| (Incr)/decr - deposits | (3,500) | 0 |
| Incr/(decr) in accounts payable | 216,195 | (2,050) |
| Incr/(decr) in convertible notes payable | 402,417 | 24,345 |
| Incr/(decr) in accrued interest | 59,814 | 21,665 |
| Incr/(decr) in accrued compensation | 132,634 | 0 |
| Incr/(decr) in due short term loans | 65,410 | 44,246 |
| Net cash (used in) provided by operating activities | <u>(438,611)</u> | <u>(91,681)</u> |
| INVESTING ACTIVITIES | | |
| Property, Plant & Equipment - net | (88,018) | 23,637 |
| Acquisition cost of Riize | <u>(624,508)</u> | <u>0</u> |
| Net cash (used in) provided by operating activities | <u>(712,526)</u> | <u>23,637</u> |
| FINANCING ACTIVITIES | | |
| Long term notes payable | 730,782 | 0 |
| Unissued common stock | 345,000 | 0 |
| Advances from affiliates | 321,037 | 60,000 |
| Convertible notes payable | <u>0</u> | <u>6,000</u> |
| Net cash (used in) provided by financing activities | <u>1,396,819</u> | <u>66,000</u> |
| INCREASE (DECREASE) IN CASH | 245,682 | (2,044) |
| CASH, BEGINNING OF PERIOD | 4,235 | 6,279 |
| CASH, END OF PERIOD | <u>\$ 249,917</u> | <u>\$ 4,235</u> |

NON-CASH TRANSACTIONS IN COMMON SHARES

| | | |
|--|------------|------|
| Issuance of 320,000,000 common sh for debt | \$ 151,871 | \$ 0 |
|--|------------|------|

See accompanying notes to these unaudited consolidated financial statements.

iMD Companies Inc.

Notes to Unaudited Consolidated Financial Statements for the Years ended December 31, 2024, and 2023 (Unaudited)

NOTE 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

The Company

The Company was originally incorporated in Delaware on March 31, 1993, as ADV Acquisition Corp. The Company had numerous name changes and on February 15, 2008, re-domiciled in Florida as International Biofuels, Inc. On September 23, 2010, the Company changed its name to iMD Companies, Inc.

On August 26, 2024, the Company acquired 51% ownership of Riize, LLC in a stock-based transaction for 300,000,000 shares of Common Stock which are recorded as an unissued stock liability. The Company consolidates its 51% ownership on its books at its estimated fair value and the remaining 49% as Minority Interest. As a result, the Company has recorded \$500,894 in goodwill.

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position for the periods presented. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles.

Use of Estimates

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position.

Cash & Cash Equivalents

The company's policy is to consider cash and cash equivalents to consist of checking accounts, money market accounts or certificates of deposit having maturity dates of 180 days or less.

Financial Instruments

Financial instruments consist primarily of cash, security deposits and obligations under accounts payable and accrued expenses. The carrying amounts of cash, accounts receivable, security deposits, accounts payable and accrued expenses approximate fair value because of the short-term maturity of those instruments.

Income Taxes

The Company records its federal and state income tax liability as it is incurred.

NOTE 2. INVESTMENTS

On August 26, 2024, the Company acquired 51% ownership of Riize, LLC in a stock-based transaction for 300,000,000 shares of Common Stock which are recorded as an unissued stock liability. The Company consolidates its 51% ownership on its books at its estimated fair value and the remaining 49% as Minority Interest. As a result, the Company has recorded \$500,894 in goodwill.

NOTE 3. CONVERTIBLE NOTES

Please see Information and Item 3(B) above for details on all convertible notes.

NOTE 4. STOCKHOLDERS EQUITY

Preferred Stock

Class A Preferred Stock

On December 31, 2021, there were 11 Class A Preferred Stock shares issued and outstanding out of 1,000,000 Class A Preferred Stock shares authorized. Each Preferred A share is convertible to 100 common shares.

On December 31, 2024, there were 11 Class A Preferred Stock shares issued and outstanding

Class B Preferred Stock

On December 31, 2021, there were 50,000 Class B Preferred Stock shares issued and outstanding out of 1,000,000 Class B Preferred Stock shares authorized. Each Preferred B share is convertible into 250 common shares at the option of the Holder.

During the quarter ended December 31, 2023, the Company issued 50,000 Preferred B shares to a director for services.

On December 31, 2024, there were 100,000 Class B Preferred Stock shares issued and outstanding.

Common Stock

On December 31, 2021, there were 3,926,071,300 Common Stock shares issued and outstanding out of 5,000,000,000 Common Stock shares authorized.

During the quarter ended June 30, 2022, the Company issued 20,000,000 common shares to a consultant for services.

During the quarter ended March 31, 2023, the Company issued 40,000,000 common shares to consultants for services.

During the quarter ended September 30, 2023, the Company issued 30,000,000 to a consultant for services.

During the quarter ended March 31, 2024, the Company issued 90,000,000 to a consultant for services.

During the quarter ended September 30, 2024, the Company issued 200,000,000 in Conversion of a Convertible Debenture issued July 15, 2017.

During the quarter ended December 31, 2024, the Company issued 120,000,000 in Conversion of a Convertible Debenture issued December 29, 2021.

On December 31, 2024, the Company had 5,000,000,000 common shares authorized and 4,426,071,300 common shares outstanding.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Richard D. Wilson certify that:

1. I have reviewed this Disclosure Statement for for iMD Companies 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.

April 22, 2025

/s/ Richard D. Wilson

Principal Financial Officer:

I, Richard D. Wilson certify that:

1. I have reviewed this Disclosure Statement for for iMD Companies 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.

April 22, 2025

/s/ Richard D. Wilson