

**RETRIEVE MEDICAL HOLDINGS, INC.**

A Nevada corporation

376 Main Street, Suite 100  
Bedminster, NJ 07921

Telephone: (908) 510-3247

Corporate Website: [www.retrievemedical.com](http://www.retrievemedical.com)  
Corporate Email: [info@retrievemedical.com](mailto:info@retrievemedical.com)

SIC: 5734

**ANNUAL REPORT**  
**For the Period Ending:** December 31, 2023  
(the "Reporting Period")

As of 12/31/2023, The number of shares outstanding of our Common Stock was: 20,313,164

As of 12/31/2022, the number of shares outstanding of our Common Stock was: 391,818

*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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☒ No: ☐

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<sup>4</sup> "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.

- Surf A Movie Solutions Inc. – December 2007 - #149, 19744 Beach Boulevard, Huntington Beach, CA
- Frac Water Systems, Inc. – August 2013 - 1266 1st Street, Suite 4, Sarasota, FL
- Cannabis Therapy Corp. – March 2014 - 12635 E. Montview Blvd., Suite 137, Aurora, CO 80045
- Peak Pharmaceuticals, Inc. – December 2014 - 14201 N. Hayden Road, Suite A-1, Scottsdale, AZ 86260
- Retrieve Medical Holdings Inc. – March 2023 - 376 Main Street, Suite 100, Bedminster, NJ 07921

Current State and Date of Incorporation or Registration: Nevada - December 18, 2007

Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

None

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

None

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

*Reverse Stock Splits*

The Company effected a 1-for-200 reverse stock split of its outstanding common stock under a new CUSIP number, 70469W205, and began trading on a reverse stock split-adjusted basis on the OTC Pink Market on February 15, 2023. As a result of the reverse stock split, every two hundred pre-split shares of common stock outstanding automatically combined into one new share of common stock without any action on the part of the shareholders. Following the consummation of the reverse stock split, the number of issued and outstanding shares of common stock was reduced from 78,363,567 to 391,818.

*Merger with Retrieve Medical, Inc.*

On March 27, 2023, Peak Pharmaceuticals, Inc., a Nevada corporation (the “Company”), Retrieve Medical Acquisition Corp., a Delaware corporation (the “Acquisition Subsidiary”) and Retrieve Medical, Inc., a Delaware corporation (“Retrieve”), entered into an Agreement and Plan of Merger and Reorganization (the “Agreement”) pursuant to which the Acquisition Subsidiary was merged with and into Retrieve, with Retrieve surviving as a wholly-owned subsidiary of the Company (the “Merger”). The transaction (the “Closing”) took place on March 27, 2023 (the “Closing Date”). The Company acquired, through a reverse triangular merger, all of the outstanding capital stock of Retrieve in exchange for issuing Retrieve’s shareholders (the “Retrieve Shareholders”), pro-rata, an aggregate of 16,338,951 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”). As a result of the Merger, the Retrieve Shareholders became the majority shareholders of the Company.

As a result of the Merger, the Company changed its name to “Retrieve Medical Holdings, Inc.” as well as its trading symbol to better reflect its current business to its shareholders. The Company also changed its fiscal year end from September 30 to December 31.

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

Retrieve Medical Holdings, Inc.  
376 Main Street, Suite 100

Bedminster, NJ 07921

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

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

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

N/A

## 2) Security Information

*Transfer Agent:*

Name:	Securities Transfer Corporation
Address:	2901 Dallas Parkway, Suite 380, Plano, TX 75093
Phone:	(469) 633-0101
Email:	johnson@stctransfer.com

*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:	PKPH
Exact title and class of securities outstanding	Common
CUSIP:	70469W205
Par or stated value:	\$0.001
Total shares authorized:	90,000,000 as of 12/31/2023
Total shares outstanding:	20,313,164 as of 12/31/2023
Number of shares in the Public Float <sup>(2)</sup>	180,845 as of 12/31/2023
Total number of shareholders of record:	Approximately 214 as of 12/31/2023

*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.*

Trading symbol:	N/A
Exact title and class of securities outstanding:	Preferred
CUSIP:	N/A
Par or stated value:	\$0.001
Total shares authorized:	10,000,000 as of 12/31/2023
Total shares outstanding:	Zero as of 12/31/2023

*Security Description:*

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

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

None

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

None

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**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares**

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

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Number of Shares Outstanding as of 12/31/22:	Opening Balances: Common: 78,363,567 Preferred: Zero								
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?
2/15/23	Cancellation	(77,971,749)	Common	N/A	N/A	N/A	Reverse Split 200 for 1	N/A	N/A
2/15/23	Issuance	3,140	Common	N/A	N/A	Cede & Co.	Round-up of Shares for Cede & Co.	N/A	N/A
3/27/23	Issuance	16,338,951	Common	\$2.60	No	Retrieve Shareholders <sup>(1)</sup>	Acquisition	Restricted	N/A
3/27/23	Issuance	2,270,535	Common	\$2.60	No	Debt Holders <sup>(2)</sup>	Debt Conversions	Restricted	N/A
7/26/23	Issuance	5,000	Common	\$1.00	No	Debt Holders <sup>(3)</sup>	Loan Incentive	Restricted	N/A
QE 9/30/23	Issuance	129,720	Common	\$1.64	No	Debt Holders <sup>(4)</sup>	Loan Penalty	Restricted	N/A
QE 9/30/23	Issuance	8,580	Common	\$1.74	No	Debt Holders <sup>(4)</sup>	Interest	Restricted	N/A
QE 9/30/23	Issuance	365,500	Common	\$1.00	No	Shareholders <sup>(5)</sup>	Cash	Restricted	N/A
QE 12/31/23	Issuance	10,000	Common	\$1.00	No	Debt Holders <sup>(3)</sup>	Loan Incentive	Restricted	N/A
QE 12/31/23	Issuance	102,040	Common	\$1.98	No	Debt Holders <sup>(4)</sup>	Loan Penalty	Restricted	N/A
QE 12/31/23	Issuance	5,880	Common	\$2.12	No	Debt Holders <sup>(4)</sup>	Interest	Restricted	N/A
QE 12/31/23	Issuance	682,000	Common	\$0.50-\$1.00	No	Shareholders <sup>(5)</sup>	Cash	Restricted	N/A
Shares Outstanding on 12/31/2023:	Ending Balance: Common: 20,313,164 Preferred: Zero								

**Example:** A company with a fiscal year end of December 31<sup>st</sup> in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

*Merger with Retrieve Medical, Inc.*

<sup>(1)</sup> Effective March 27, 2023, the Company merged with Retrieve Medical, Inc., a software company. The Company,

Retrieve Medical Acquisition Corp., a Delaware corporation (the “Acquisition Subsidiary”) and Retrieve Medical, Inc., a Delaware corporation (“Retrieve”), entered into an Agreement and Plan of Merger and Reorganization (the “Agreement”) pursuant to which the Acquisition Subsidiary was merged with and into Retrieve, with Retrieve surviving as a wholly-owned subsidiary of the Company (the “Merger”). The transaction (the “Closing”) took place on March 27, 2023 (the “Closing Date”). The Company acquired, through a reverse triangular merger, all outstanding capital stock of Retrieve in exchange for issuing Retrieve’s shareholders (the “Retrieve Shareholders”), pro-rata, an aggregate of 16,338,951 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), representing approximately 86% of the issued and outstanding shares of the Company’s Common Stock on a fully diluted basis. As a result of the Merger, the Retrieve Shareholders became the majority shareholders of the Company, and the Company acquired 100% of the issued and outstanding capital stock of Retrieve from the Retrieve Shareholders.

The directors and shareholders of Retrieve have approved the Agreement and the transactions contemplated thereunder and, as of the Closing Date, own 16,338,951 shares of Common Stock in the aggregate.

The Merger was treated as a reverse recapitalization effected by a share exchange for financial and reporting purposes since Peak Pharmaceuticals, Inc. was deemed to be a shell corporation with nominal operations and assets at the time of the Merger. Retrieve is considered the acquirer for accounting purposes (with Peak Pharmaceuticals considered the acquiree), and Retrieve’s historical financial statements represent the consolidated financial statements of the Company for preceding and current periods.

- (2) Shares issued for loan incentives:

<b>Date of Transaction</b>	<b>Number of Shares Issued</b>	<b>Individual/ Entity Shares were issued to</b>
7/26/23	5,000	Hall, Dennis R.
10/6/23	10,000	Perlman, Richard M.

- (3) Shares issued for interest and penalties to noteholders:

<b>Date of Transaction</b>	<b>Number of Shares Issued</b>	<b>Individual/ Entity Shares were issued to</b>
7/20/23	4,230	Perlman, Richard M.
7/20/23	33,840	Perlman, Richard M.
7/31/23	39,480	Perlman, Richard M.
8/1/23	1,410	Perlman, Richard M.
9/9/23	28,200	Perlman, Richard M.
9/9/23	1,470	Perlman, Richard M.
9/30/23	28,200	Perlman, Richard M.
9/30/23	1,470	Perlman, Richard M.
10/31/23	28,200	Perlman, Richard M.
10/31/23	1,470	Perlman, Richard M.
10/31/23	490	Perlman, Richard M.
11/30/23	36,920	Perlman, Richard M.
11/30/23	1,960	Perlman, Richard M.
12/31/23	36,920	Perlman, Richard M.
12/31/23	1,960	Perlman, Richard M.

- (4) Shares issued under executed subscription agreements:

<b>Date of Transaction</b>	<b>Number of Shares Issued</b>	<b>Individual/ Entity Shares were issued to</b>
7/18/23	5,000	Archambault, Karen
7/18/23	5,000	Archambault, Luke
7/18/23	25,000	Burton, Dennis W. J.
7/18/23	2,500	Marshall, Steven A.
7/18/23	34,000	Noonan, James Sr.
7/18/23	17,000	Noonan, Steven
7/18/23	5,000	Poniatowski, Brian
7/18/23	12,000	Ruch-Kamgar, Kurosh
7/18/23	25,000	Walzman, Daniel
7/20/23	35,000	Dash, Robert
7/20/23	1,000	Thomas, Donald C. Jr
7/20/23	1,000	Thomas, Karthryn
7/20/23	1,000	Thomas, Kollyne
7/20/23	11,000	Tomforde, Michael
7/21/23	100,000	Schopp, Michael
8/1/23	14,000	Walker, Leslie
8/11/23	25,000	Orra Cope Trust
8/21/23	2,000	Keller, Barnes D.
9/19/23	25,000	Neville, Brian
9/26/23	20,000	Humphries, William
10/2/23	50,000	Walzman, Daniel
10/2/23	10,000	Mullany, Davis
10/6/23	5,000	Bowden, Michael and Markella
12/1/23	2,000	Moore, Caleb M.
12/1/23	10,000	Greenway, Frank
12/18/23	325,000	Pannucci, John
12/18/23	10,000	Conoran, Michel Edward
12/18/23	20,000	Corbisiero, Evan
12/18/23	20,000	Reynolds, Jeffrey
12/18/23	20,000	Lau, Karl
12/18/23	5,000	Hollingshead, Scott Edward
12/29/23	200,000	Berry, Arthur
12/29/23	5,000	Tekula, Joan

**B. Promissory and Convertible Notes**

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

<b>Date of Note Issuance</b>	<b>Outstanding Balance (\$)</b>	<b>Principal Amount at Issuance (\$)</b>	<b>Interest Accrued (\$)</b>	<b>Maturity Date</b>	<b>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) <sup>(3)</sup></b>	<b>Name of Noteholder (entities must have individual with voting / investment control disclosed).</b>	<b>Reason for Issuance (e.g. Loan, Services, etc.)</b>
3/21/17	10,000	10,000	8,786	3/21/18	Convertible into Common Stock <sup>(1)</sup>	Trius Holdings Limited <sup>(5)</sup>	Working Capital
1/10/18	23,000	23,000	17,749	7/9/18	Promissory Note <sup>(2)</sup>	Mediapark Investments Limited <sup>(4)</sup>	Working Capital
1/21/20	100,000	100,000	-0-	1/15/21	Convertible into Common Stock <sup>(3)(6)</sup>	Richard M. Perlman	Working Capital
10/2/20	100,000	100,000	-0-	10/2/21	Convertible into Common Stock <sup>(3)(6)</sup>	Richard M. Perlman	Working Capital
3/31/23	100,000	100,000	-0-	6/30/23	Convertible into Common Stock <sup>(6)</sup>	Richard M. Perlman	Working Capital
9/3/23	20,000	20,000	-0-	10/9/23	Convertible into Common Stock <sup>(6)</sup>	Richard M. Perlman	Working Capital
9/14/23	17,500	17,500	-0-	11/14/23	Promissory Note <sup>(2)</sup>	Jacob Agai	Working Capital
9/14/23	7,500	7,500	-0-	11/14/23	Promissory Note <sup>(2)</sup>	Robert S. Barnett	Working Capital
9/26/23	25,000	25,000	-0-	10/26/23	Promissory Note <sup>(2)</sup>	Dennis Hall	Working Capital
10/17/2023	25,000	25,000	-0-	4/17/2024	Promissory Note <sup>(2)</sup>	James Noonan	Working Capital

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

**Notes:**

- (1) Convertible at any time at a conversion price of 20% discount to the closing price of the common stock on the date of the Lender's notice of conversion, subject to a floor or \$0.01.
- (2) This note is not convertible into common stock.
- (3) Each of the notes are in technical default. The Company has not extended any of the due dates as of the date of this report.
- (4) Mediapark Investments Limited is controlled by Rami Sakka.
- (5) Trius Holdings Limited is controlled by Rami Sakka.
- (6) Convertible at any time at a conversion price of \$1.00 per share

**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](http://www.OTCMarkets.com).

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

The Company is developing software related to data mining, clinical decision support, natural language processing, and algorithmic testing, analyzing patient's accumulated medical records and lab results in real-time with a target market of medical center emergency departments.

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

The Company conducts business through its wholly-owned subsidiaries, Peak BioPharma Corp and Retrieve Medical, Inc. respectively.

C. Describe the issuers' principal products or services.

Retrieve's software uses data mining, clinical decision support, natural language processing, and algorithmic testing to analyze a patient's accumulated medical records and lab results in real-time generating diagnostic support guidance. By analyzing all the available data about a patient, the software is expected to produce superior diagnoses with supporting comorbidities, leading to a reduction of malpractice claims and readmission rates and increased quality of patient care. Furthermore, the product will simplify the documentation process for physicians, and reduce medical records coding overhead. The software in its current form is designed to operate in the "Oracle/Cerner" EHR system environment. Cerner is one of the three major integrated medical database systems in the United States. The product is also an Approved Application on EPIC. Retrieve has expanded the software to work in a cloud environment, to provide improved stability, security, and version control. Further, Retrieve uses SMART on FHIR, a workflow process that an application can use to securely request access to data, and then receive and use that data, to integrate with vendor platforms that increase efficacy, reduces overhead and saves valuable time and resources in the integration and connectivity efforts. The target market for Retrieve's software is medical center emergency departments.

## **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.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

In June 2022 the Company entered into a lease for approximately 1,500 sq. ft. office space in Bedminster NJ at \$5,650 per month. The lease expired at the end of June 2023 and has been renewed for another twelve months at \$5,933 per month.

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

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide 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.

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	Name of Control Person(s) If a Corporate entity
Jerry Swon	Chief Executive Officer/Director	Mendham, NJ	3,512,533	Common	17.29%	N/A
Joerg Klaube	Chief Financial Officer	Brick, NJ	705,008	Common	3.47%	N/A
Mark Rosenberg	Director	Denville, NJ	1,427,704	Common	7.03%	N/A
Jason Pottinger	Director	Oakville, ON Can	335,535	Common	1.65%	N/A
Todd Griffith	Director	Valley, NE	1,058,918	Common	5.21%	N/A
Academic Innovation Partners Inc.	Affiliate	Fountain, CO	1,313,035	Common	6.46%	Corey Park
Richard Perlman	Affiliate	Chicago, IL	1,702,105	Common	8.38%	N/A

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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.

##### *Securities Counsel:*

Name:	Lawrence Metelitsa, Partner
Firm:	Lucosky Brookman LLP
Address 1:	101 Wood Avenue South
Address 2:	Woodbridge, NJ 08830
Phone:	(732) 395 4405
Email:	<a href="mailto:lmelitsa@lucbro.com">lmelitsa@lucbro.com</a>

##### *Accountant (non-attest firm):*

Name:	Neil Reithinger, CPA
Firm:	Eventus Advisory Group, LLC
Address 1:	14201 N. Hayden Road, Suite A-1
Address 2:	Scottsdale, AZ 85260
Phone:	(480) 659-6404
Email:	<a href="mailto:nreithinger@eventusag.com">nreithinger@eventusag.com</a>

##### *Investor Relations:*

None

##### *All other means of Investor Communication:*

None

#### Other Service Providers

Provide the name of any other service provider(s) that that assisted, advised, prepared, or provided information with respect to this disclosure statement. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

None

**9) Disclosure & Financial Information**

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

Name: Neil Reithinger  
Title: Consultant  
Relationship to Issuer: Consultant

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

- ☐ IFRS  
☒ U.S. GAAP

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

Name: Neil Reithinger  
Title: Consultant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> The preparer of the financial statements is an active Certified Public Accountant.

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.

**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, Jerry E. Swon, certify that:

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<sup>5</sup> 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.

1. I have reviewed this Disclosure Statement for Retrieve Medical Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: April 15, 2024

By: /s/ Jerry E. Swon  
Title: Chief Executive Officer

*Principal Financial Officer:*

I, Joerg Klaube, certify that:

1. I have reviewed this Disclosure Statement for Retrieve Medical Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: April 15, 2024

By: /s/ Joerg Klaube  
Title: Chief Financial Officer

**RETRIEVE MEDICAL HOLDINGS, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2023**

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**RETRIEVE MEDICAL HOLDINGS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2022</u>
<b>ASSETS</b>		
Current assets:		
Cash	\$ 8,779	\$ 42
Prepaid expenses	10,340	4,150
Total Current Assets	19,119	4,192
Equipment, net	3,880	5,446
Intangible assets, net	54,821	59,629
Total Assets	<u>\$ 77,820</u>	<u>\$ 69,267</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Accounts payable	\$ 696,470	\$ 350,080
Accrued liabilities	2,184,947	1,564,113
Due to related parties	14,032	101,866
Convertible notes payable	395,000	200,000
Notes payable	33,000	-
Liability for securities to be issued	-	-
Total Current Liabilities	3,323,449	2,216,059
Accrued liabilities	-	-
Other long-term liabilities	-	-
Liability for patent cost reimbursement	2,275	12,275
Total Liabilities	<u>3,325,724</u>	<u>2,228,334</u>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$0.001 par value, 10,000,000 authorized, none issued or outstanding	-	-
Common stock, \$0.001 par value, 90,000,000 shares authorized, 20,313,164 and 391,818 shares issued and outstanding	20,313	392
Additional paid-in capital	10,585,903	9,393,820
Accumulated deficit	(13,854,120)	(11,553,279)
Total Stockholders' Deficit	<u>(3,247,904)</u>	<u>(2,159,067)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 77,820</u>	<u>\$ 69,267</u>

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

**RETRIEVE MEDICAL HOLDINGS, INC.**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
**(Unaudited)**

	For the Years Ended December 31,	
	2023	2022
Revenue	\$ -	\$ -
Cost of revenue	-	-
Gross profit	-	-
Operating expenses:		
General and administrative	\$ 2,462,827	\$ 3,901,501
Total operating expenses	2,462,827	3,901,501
Operating loss	(2,462,827)	(3,901,501)
Other expense:		
Interest expense	42,703	17,444
Financing cost	237,251	330,980
Amortization of debt discount	102,855	-
Total other expenses	382,809	348,424
Net loss	\$ (2,845,636)	\$ (4,249,925)
Dividends on preferred stock	40,315	163,500
Net loss attributable to common shareholders	\$ (2,885,951)	\$ (4,413,425)
Per share information:		
Weighted average shares outstanding - basic and diluted	15,194,146	10,946,500
Net loss per share - basic and diluted	\$ (0.19)	\$ (0.40)

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



**RETRIEVE MEDICAL HOLDINGS, INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT**  
**FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**  
**(Unaudited)**

	<u>RMHI Common Stock</u>		<u>Additional</u>		<u>Accumulated</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Paid-In Capital</u>		<u>Deficit</u>	<u>Total</u>
<b>Balance, December 31, 2021</b>	<b>295,912</b>	<b>\$ 329</b>	<b>\$ 5,545,573</b>		<b>\$ (7,139,854)</b>	<b>\$ (1,593,952)</b>
Issuance of common and preferred stock and warrants for cash	20,101	8	738,493	#	-	738,501
Issuance of shares for settlement of liabilities	15,189	2	464,052		-	464,054
Issuance of options and warrants for services	-	-	2,022,030	#	-	2,022,030
Shares issued in settlement of accrued interest and as payment of dividends	5,244	2	176,130	#	-	176,132
Issuance of shares/warrants as financing costs	11,804	7	442,553	#	-	442,560
Issuance of shares for acquisition of licensed technologies	43,568	44	4,989	#	-	5,033
Accrual of dividend on preferred stock	-	-	-		(163,500)	(163,500)
Net loss	-	-	-		(4,249,925)	(4,249,925)
<b>Balance, December 31, 2022</b>	<b>391,818</b>	<b>\$ 392</b>	<b>\$ 9,393,820</b>		<b>\$ (11,553,279)</b>	<b>\$ (2,159,067)</b>
Rounding related to reverse stock split	3,140	2	-		-	2
Issuance of common stock for conversion of promissory notes, accounts payable and accrued expenses	2,270,535	2,271	582,859		-	585,130

Effect of reverse acquisition on March 27, 2023	6,751,723	6,752	(1,045,732)	585,110	(453,870)
Issuance of common stock and warrants for cash	1,157,295	1,158	811,710	-	812,868
Issuance of shares for settlement of liabilities	5,875	6	12,494	-	12,500
Shares issued in settlement of accrued interest and as payment of dividends	83,722	83	161,309	-	161,392
Issuance of shares/warrants as financing costs	337,001	337	257,617	-	257,954
Issuance of shares and warrants for conversion of loans	3,290	3	8,750	-	8,753
Common stock issued in conversion of preferred stock	960,883	961	(961)	-	-
Common stock issued in conversion of options and warrants	8,347,882	8,348	(8,348)	-	-
Issuance of options and warrants for services	-	-	412,385	-	412,385
Accrual of dividends on preferred stock	-	-	-	(40,315)	(40,315)
Net loss	-	-	-	(2,845,636)	(2,845,636)
<b>Balance, December 31, 2023</b>	<b><u>20,313,164</u></b>	<b><u>\$ 20,313</u></b>	<b><u>\$ 10,585,903</u></b>	<b><u>\$ (13,854,120)</u></b>	<b><u>\$ (3,247,904)</u></b>

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

**RETRIEVE MEDICAL HOLDINGS, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(Unaudited)**

	For the Years Ended December 31,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (2,845,636)	\$ (4,249,925)
Adjustment to reconcile net loss to net cash used in operating activities:		
Stock based compensation	412,385	2,022,027
Depreciation and amortization	6,374	(31,594)
Amortization of debt discount	(102,855)	-
Change in operating assets and liabilities:		
Prepaid expenses	(1,870)	85,987
Accounts payable	748,637	39,333
Accrued liabilities	936,932	229,587
Liability for patent costs reimbursement	(10,000)	12,275
Due to related party	(79,084)	78,015
Net cash used in operating activities	(935,117)	(1,814,295)
Cash flows from investing activities:		
Purchase of equipment	-	(693)
Cash acquired in reverse merger	10,104	-
Net cash flows provided by (used in) investing activities:	10,104	(693)
Cash flows from financing activities:		
Net proceeds from issuance of common stock	747,500	1,792,727
Proceeds from convertible notes payable	195,000	16,870
Proceeds from notes payable	-	16,650
Payments on notes payable	(8,750)	(13,750)
Net cash flows provided by financing activities:	933,750	1,812,497
Net change in cash	8,737	(2,491)
Cash, beginning of year	42	2,533
Cash, end of year	\$ 8,779	\$ 42
Supplemental disclosure of cash flow information		
Conversion of accounts payable and accrued expenses to common stock	\$ 280,260	\$ -
Conversion of notes payable to common stock	\$ 235,857	\$ -
Conversion of notes payable, related party, to common stock	\$ 39,424	\$ -

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

**RETRIEVE MEDICAL HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1 – NATURE OF OPERATIONS, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Organizational History*

The Company was incorporated in Nevada on December 18, 2007. After a number of name changes, we again changed our name to Peak Pharmaceuticals, Inc. on December 23, 2014. This name was consistent with our business operations and plans relating to development, manufacturing and marketing of hemp-based nutraceutical and supplement products for the human and animal health markets. On October 1, 2015, we discontinued certain operations of the Company.

Effective March 27, 2023 the Company merged with Retrieve Medical, Inc., a software company. The Company, Retrieve Medical Acquisition Corp., a Delaware corporation (the “Acquisition Subsidiary”) and Retrieve Medical, Inc., a Delaware corporation (“Retrieve”), entered into an Agreement and Plan of Merger and Reorganization (the “Agreement”) pursuant to which the Acquisition Subsidiary was merged with and into Retrieve, with Retrieve surviving as a wholly-owned subsidiary of the Company (the “Merger”). The transaction (the “Closing”) took place on March 27, 2023 (the “Closing Date”). The Company acquired, through a reverse triangular merger, all outstanding capital stock of Retrieve in exchange for issuing Retrieve’s shareholders (the “Retrieve Shareholders”), pro-rata, an aggregate of 16,338,951 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), representing approximately 86% of the issued and outstanding shares of the Company’s Common Stock on a fully diluted basis. As a result of the Merger, the Retrieve Shareholders became the majority shareholders of the Company, and the Company acquired 100% of the issued and outstanding capital stock of Retrieve from the Retrieve Shareholders.

Neil Reithinger, the sole director of the Company, approved the Agreement and the transactions contemplated under the Agreement, and, on the Closing Date, resigned from his positions of Chief Executive Officer, Chief Financial Officer and sole director of the Company. The directors and shareholders of Retrieve have approved the Agreement and the transactions contemplated thereunder and, as of the Closing Date, own 16,338,951 shares of Common Stock in the aggregate.

The Merger was treated as a reverse recapitalization effected by a share exchange for financial and reporting purposes since Peak Pharmaceuticals, Inc. was deemed to be a shell corporation with nominal operations and assets at the time of the Merger. Retrieve is considered the acquirer for accounting purposes (with Peak Pharmaceuticals considered the acquiree), and Retrieve’s historical financial statements represent the consolidated financial statements of the Company for preceding and current periods.

As a result of the Merger, Peak Pharmaceuticals, Inc. plans to take immediate steps to change its name to “Retrieve Medical Holdings, Inc.” as well as its trading symbol, to better reflect its current business to its shareholders.

Retrieve is a development stage company in the business of commercializing a revolutionary software platform for the identification of co-morbidities in electronic health records. Our Retrieve Dx <sup>TM</sup> software is a decision support application for use in hospital operations and specifically, for the ED (emergency department) environment. Retrieve has not yet derived any revenue from the licensing of its software.

Retrieve was incorporated as a Delaware corporation on January 21, 2016 under the name Patient Code Software, Inc. On August 22, 2019, Retrieve filed an amendment to its Certificate of Incorporation with the State of Delaware, changing the name to Retrieve Medical, Inc.

Throughout this report, the terms “our,” “we,” “us,” “Peak,” “Retrieve,” and the “Company” refer to Retrieve Medical Holdings, Inc. and its wholly-owned subsidiaries, Peak BioPharma Corp. and Retrieve Medical, Inc.

### *Basis of Presentation*

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”). In the opinion of management, such financial information includes all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the Company’s financial position and the operating results and cash flows.

### *Basis of Consolidation*

The unaudited consolidated financial statements include the financial statements of the Company and our wholly-owned subsidiaries, Peak BioPharma Corp. and Retrieve Medical, Inc. All inter-company balances and transactions among the companies have been eliminated upon consolidation.

### *Cash Equivalents*

All highly liquid investments with an original maturity of 90 days or less from the date of purchase, including money market mutual funds, short-term time deposits, and certain government agency and corporate obligations, are classified as cash and cash equivalents. The Company cash equivalents of \$8,779 and \$42 at December 31, 2023 and 2022, respectively.

### *Property and Equipment*

Equipment is carried at cost. Repairs or improvements that extend the useful life of assets are capitalized. Other costs are expensed as incurred. Depreciation is computed on a straight-line method over the useful life of the equipment.

### *Intangible Assets*

The Company amortizes its intangible assets on a straight-line basis over the estimated useful life of the assets, beginning when the asset is put to commercial use, and assesses the valuation of such assets whenever events or circumstances dictate that the carrying value might not be recoverable. At December 31, 2023, the Company’s only intangible assets are three licenses for the use of certain proprietary technologies. The expected future cash flows associated with these assets are dependent on the Company’s ability to renew or extend the license arrangement, which it has been able to accomplish since inception.

### *Stock-based Compensation*

The Company records stock-based compensation in accordance with ASC 718, *Compensation—Stock Compensation* (“ASC 718”). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued and are recognized over the employees required service period, which is generally the vesting period. The Company recognizes forfeitures as they occur.

### *Income Taxes*

The Company follows the asset and liability method of accounting for income taxes under ASC 740, *Income Taxes* (“ASC 740”). Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2023. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company has been subject to income tax examinations by major taxing authorities since 2015.

#### *Research & Development*

Research and development expenses are comprised primarily of costs incurred in performing research and development activities for continued development of the Company's Retrieve Dx™ software. Such costs to date have consisted of contract services. The Company expenses all research and development costs as incurred.

#### *Use of Estimates*

The preparation of unaudited consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Significant estimates made in connection with the accompanying consolidated financial statements include the valuation allowances against net deferred tax assets and accounting for convertible debt.

#### *Net Loss Per Share*

We calculate net loss per share in accordance with ASC Topic 260, *Earnings per Share*. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding for the period, and diluted earnings per share is computed by including common stock equivalents outstanding for the period in the denominator. For the years ended December 31, 2023 and 2022, any equivalents would have been anti-dilutive as we had net losses for the periods then ended.

As of December 31, 2023, the Company had a convertible note with a principal of \$10,000 and accrued interest of \$9,543. The note holder is entitled, at their option, to convert all or a part of their principal and accrued interest at the date into shares of the of common stock in the Company at a price equal to a 20% discount to the closing price of the common stock on the date of the lender's notice of conversion, subject to a floor of \$0.01. These common stock equivalents of approximately 14,120 as of December 31, 2023 are not included in the calculation of diluted EPS as their effect would be anti-dilutive.

Additionally, the Company had three convertible notes of \$100,000 each for a total of \$300,000. All notes bear interest at the rate of 10% per year, payable in cash or, at the option of the lender, in common shares of the Company, calculated at \$0.564 per share. These common stock equivalents of approximately 169,200 as of December 31, 2023 are not included in the calculation of diluted EPS as their effect would be anti-dilutive.

As of December 31, 2023, the Company had 16,455 in stock options outstanding which are exercisable at the holders' option, with an exercise price of \$1.34, which are not included in the calculation of diluted EPS as their effect would be anti-dilutive.

#### *Recently Issued Accounting Pronouncements*

Management does not believe that any recently issued, but not yet effective, accounting pronouncements, if currently adopted, would have a material effect on the Company's financial statements.

In December of 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): *Improvements to Income Tax Disclosures*, establishes incremental disaggregation of income tax disclosures pertaining to the effective tax rate reconciliation and income taxes paid. This standard is effective for fiscal years beginning after December 15, 2024, and requires prospective application with the option to apply it retrospectively. Early adoption is permitted. The company is currently evaluating the potential impact of adopting this standard on our disclosures.

In October 2021, the FASB issued ASU No. 2021-07, *Stock Compensation* (Topic 718) Determining the Current Price of an Underlying Share for Equity-Classified Share-Based Awards, which allows a nonpublic entity to determine the current price input of a share option using the “reasonable application of a reasonable valuation method,” which is determined as of the award’s measurement date, taking into consideration certain factors. The Company took advantage of the guidance, relying primarily on “Recent arm’s-length transactions involving the sale or transfer of the entity’s stock or equity interests” when valuing options and warrants.

On August 5, 2020, the FASB issued Accounting Standards Update (ASU) 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40)*, which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity’s own equity. The ASU’s amendments are effective for public business entities that are not smaller reporting companies for fiscal years beginning after December 15, 2021, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The guidance may be early adopted for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. The Company has determined that the adoption of this guidance has no impact on its consolidated financial statements.

In February 2020, the FASB issued ASU 2020-02, *Financial Instruments—Credit Losses* (Topic 326) and *Leases* (Topic 842) - Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 119 and Update to SEC Section on Effective Date Related to Accounting Standards Update No. 2016-02, *Leases* (Topic 842), which amends the effective date of the original pronouncement for smaller reporting companies. ASU 2016-13 and its amendments became effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2022. The adoption of this guidance did not have a material impact on our consolidated financial statements and related disclosures.

In February, 2016, FASB issued Accounting Standards Update (ASU) No. 2016-02, *Leases* (Topic 842). The objective of this ASU is to increase transparency and comparability in financial reporting by requiring balance sheet recognition of leases and note disclosure of certain information about lease arrangements. This ASU codifies FASB Accounting Standards Codification (ASC) 842, *Leases*, and makes conforming amendments to other FASB ASC topics. FASB ASU No. 2016-02 was subsequently amended. The Company has not yet adopted this guidance.

#### *Recently Adopted Accounting Pronouncements*

There were no recently adopted accounting pronouncements that had a material effect on the Company’s financial statements.

#### **NOTE 2 – GOING CONCERN AND MANAGEMENT’S LIQUIDITY PLANS**

As of December 31, 2023, the Company had an accumulated deficit of \$13,854,120 and a working capital deficiency of \$3,304,330. During the year ended December 31, 2023, the Company incurred a net loss of \$2,845,636 and used cash in operating activities of \$935,117. As of December 31, 2023, the Company had cash of \$8,779. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. The Company recognizes it will need to raise additional capital in order to fund operations and meet its payment obligations. There is no assurance that additional financing will be available when needed or that management will be able to obtain financing on terms acceptable to the Company and whether the Company will generate revenues, become profitable and generate positive operating cash flow. If the Company is unable to raise sufficient additional funds on favorable terms, it will have to develop and implement a plan to further extend payables and to raise capital through the issuance of debt or equity on less favorable terms until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful.

Accordingly, the accompanying unaudited consolidated financial statements have been prepared in conformity with GAAP, which contemplates continuation of the Company as a going concern and the realization of assets and the satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the unaudited consolidated financial statements do not necessarily represent realizable or settlement values. The unaudited consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### NOTE 3 – INTANGIBLE ASSETS

The patents, copyrights, and intellectual property rights to the technologies that we seek to commercialize are owned by the State University of New York Research Foundation (the “Research Foundation”), The University of Missouri and the University of Illinois.

#### *The State University of New York*

The Company was granted an exclusive worldwide license pursuant to an “Exclusive Agreement” dated January 19, 2016, which is valid through the expiration date of the last granted patent and can be terminated only upon occurrence of an uncured violation by the Company of the contract terms. The agreement, as amended and restated, among other obliges the Company to (1) pay a 5% royalty on income from the licensed products during the term of the agreement, with annual minimums increasing from \$10,000/year to \$50,000/year, beginning with the first commercial sale of the licensed product; (2) a 30% fee on non-royalty income from sub-licensing, (3) an upfront payment of \$20,000 to be paid in installments and reimbursement of certain expenses aggregating \$22,224, payable in installments, (4) a maintenance fee of \$10,000/year until the first commercial sale of the licensed products, and (5) certain milestone payments, payable as follows: \$500,000 when accumulated sales of the licensed products reach \$20 million, and \$1,000,000 when total sales reach \$30 million. We capitalized the license on our books at \$42,224.

In February 2022, we obtained two exclusive world-wide licenses from the University of Missouri and the University of Illinois for certain proprietary and, in the case of the University of Missouri, patented technologies. The Company intends to develop software applications that will complement its Retrieve Dx software and will be marketed together with Retrieve Dx or as stand-alone applications. The license agreements are valid through the expiration date of the last granted patent and can be terminated only upon occurrence of an uncured violation by the Company of the contract terms. The licenses were originally granted to LinkCloud Medical Inc., a Delaware company (“LinkCloud”) of which a director of the Company is a director, and subsequently assigned to the Company. In connection therewith, the Company granted LinkCloud 1,069,371 of Retrieve common shares.

#### *University of Missouri*

The “Patent and Copyright License Agreement”, transferred to the Company for consideration of license execution payments of \$3,250 and assumption of an obligation for past \$29,775 patent costs, among other obliges the Company to (1) pay a 4.875% royalty on income from the licensed products during the term of the agreement, with annual minimums of \$6,500/year, beginning with the first commercial sale of the licensed product; (2) a 30% fee on non-royalty income from sub-licensing, (3) assumption ongoing patent costs, (4) a maintenance fee of \$1,300/year until the first commercial sale of the licensed products, and (5) certain milestone payments, payable as follows: \$6,500 when accumulated sales of the licensed products reach \$1 million, \$32,500 when accumulated sales of the licensed products reach \$5 million, and increasing thereafter at higher accumulated sales thresholds. The obligation for past incurred patent cost of \$29,775 is payable in quarterly installments of \$2,500. During 2023 and 2022 we paid \$10,000 in each period. The remainder is payable during the calendar years 2024 to 2025, as follows:

For the Year Ended December 31:	Amount
2024	\$ 10,000
2025	\$ 2,275

The agreement with the University of Missouri also provides for payment of a success fee of 3.75% of the aggregate consideration paid to the Company or its stockholders in certain cases of an Asset Sale, Merger, Stock Sale of the Company or an Initial Public Offering of the Company’s stock.



### *University of Illinois*

The “Exclusive Software License Agreement,” as transferred to the Company for consideration of license fees of \$1,750 among other obliges the Company to (1) pay a 2.625% royalty on income from the licensed products during the term of the agreement, with annual minimums of \$3,500/year, beginning with the first commercial sale of the licensed product; (2) a 17.5% fee on non-royalty income from sub-licensing on up to \$10 million in cumulative net sales and a 8.75% fee on cumulative net sales in excess of \$10 million, (3) a maintenance fee of \$700/year until the first commercial sale of the licensed products, and (4) certain milestone payments, payable as follows: \$3,500 when accumulated sales of the licensed products reach \$1 million, \$17,500 when accumulated sales of the licensed products reach \$5 million, and increasing thereafter at higher accumulated sales thresholds.

The agreement with the University of Illinois also provides for payment of a success fee of 1.75% of the aggregate consideration paid to the Company or its stockholders in certain cases of an Asset Sale, Merger, Stock Sale of the Company or an Initial Public Offering of the Company’s stock.

We capitalized the acquisition costs of the licensed technologies from the Universities of Missouri and the University of Illinois at \$34,775, to be amortized over the estimated useful life of the assets.

We are amortizing the aforementioned intangible assets over the estimated commercial life of the underlying licenses. Scheduled amortization over the next five years and thereafter is as follows:

	State University of New York	Universities of Missouri and Illinois
Intangible Asset	\$ 42,224	\$ 34,775
Accumulated Amortization at December 31, 2023	(16,786)	(5,783)
For the twelve months ending December 31:		
2024	\$ 2,111	\$ 3,478
2025	2,111	3,478
2026	2,111	3,478
2027	2,111	3,478
Thereafter	16,994	15,080
Total amortization	\$ 25,438	\$ 28,992

### **NOTE 4 – RELATED PARTY TRANSACTIONS**

Parties, which can be corporations or individuals, are considered to be related if they have the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

Accounts payable – related parties are amounts payable to current and former officers and directors for services provided to the Company totaling \$0 as of December 31, 2023. This amount represents accounts payable to an entity controlled by our former sole officer and director for financial services such entity is incurring on behalf of the Company. A total of \$166,675 of accounts payable to this entity was settled with the issuance of 486,538 shares of Peak’s common stock. See Note 5 for certain related party debt.

#### *Retrieve Related Party Transactions*

#### **Academic Technology Ventures, Inc.**

The Company was founded by Academic Technology Ventures, Inc. (“ATV”). ATV is a venture investment firm specializing in bringing technologies developed in academia to market. ATV negotiated the license agreement for the technology which was developed by the State University of New York, on behalf of the Company which they founded for the purpose of commercializing the technology. When founding the Company, ATV retained shares in the name of three of its executives. The Company has no contractual, financial or commercial relationship with ATV, notwithstanding the fact that certain ATV executives are major shareholders of the Company.

#### **Yorktown Advisors, Inc.**

Yorktown Advisors, Inc. (“Yorktown”), is an entity controlled by the Company’s chief executive officer. During 2022 and 2021, Yorktown at various times extended short term non-interest-bearing loans to the Company of which had a balance of \$12,150 and \$30,150 outstanding on December 31, 2023 and 2022, respectively.

#### **Strategy Advisors, Inc.**

Strategy Advisors, Inc. (“Strategy”), is an entity controlled by the Company’s chief executive officer. During 2021, Strategy at various times extended short term non-interest-bearing loans to the Company of which there was a balance of \$1,101 due Strategy as of December 31, 2023 and 2022.

#### **The Power Locker Company, LLC**

The Power Locker Company is an entity controlled by a member of the immediate family of the Company’s chief executive officer. In December 2022 this entity extended a short-term non-interest-bearing loan of \$10,000 to the Company which was settled and no longer outstanding at December 31, 2023.

#### **Loans by Officer**

The chief executive officer of the Company during 2022 at various times extended short term non-interest-bearing loans to the Company which were settled and no longer outstanding at December 31, 2023.

#### **Transfer of LinkCloud Licenses**

In connection with the transfer of licenses of the Universities of Missouri and Illinois from LinkCloud Medical Inc. to Retrieve, Retrieve had issued in 2022, 1,069,371 common shares of Retrieve to assignees of LinkCloud. 666,058 of such shares were issued to a significant shareholder and a director of the Company.

### **NOTE 5 – CONVERTIBLE NOTES PAYABLE AND NOTES PAYABLE**

#### *Convertible Notes Payable*

##### **Loan with Trius Holdings Limited**

On March 17, 2017, the Company entered into an agreement with Trius Holdings Limited (“Trius”). Pursuant to the terms of the agreement, Trius acquired a 12% convertible note with an aggregate face value of \$10,000. The note matures in one year and is unsecured. Trius is entitled, at its option, to convert all or a part of the principal outstanding at the date into shares of the of common stock in the Company at a price equal to a 20% discount to the closing price of the common stock on the date of the lender’s notice of conversion, subject to a floor of \$0.01. On May 11, 2018, the agreement had been amended to extend the maturing date of the note from March 21, 2018 to March 21, 2019. As of December 31, 2023, the total accrued interest owed under this note was \$9,543. As of the date of this report, the maturity date has not been extended, and the Company is accruing interest at the default interest rate of 15%.

#### *Notes Payable*

##### **Loan with Mediapark Investments Limited**

On January 10, 2018, the Company entered into an agreement with Mediapark Investments Limited (“Mediapark”). Pursuant to the terms of the agreement, Mediapark acquired a 12% promissory note with an aggregate face value of \$23,000. The note matures in 180 days on July 10, 2018 and is unsecured. As of July 9, 2018, the loan was extended to July 10, 2019. As of December 31, 2023, the total accrued interest owed under this note was \$19,488. As of the date of this report, that date has not been extended, and the Company is accruing interest at the default interest rate of 15%.

#### *Loans with Officer*

On June 14, 2021, the Company entered into an agreement with our former sole officer and director. Pursuant to the terms of the agreement, we received a promissory note in the amount of \$5,000. The note is unsecured, is due and payable in full on December 31, 2021, and accrues interest at a rate of 1.5% per annum, with the Company subsequently accruing interest at the default interest rate of 10%. As of March 21, 2023, the total accrued interest owed under this note was \$651. The total principal and accrued interest was settled on March 21, 2023 through the issuance of 35,874 shares of Peak’s common stock.

On September 28, 2021, the Company entered into a note payable with our sole officer and director for \$30,000. The note is unsecured, is due and payable in full on December 31, 2021 and accrues interest at a rate of 1.5% per annum, with the Company subsequently accruing interest at the default interest rate of 10%. As of March 21, 2023, the total accrued interest owed under this note was \$3,773. The total principal and accrued interest was settled on March 21, 2023 through the issuance of 215,243 shares of Peak’s common stock.

#### *Other Notes Payable*

During the twelve months ended September 30, 2021, the Company entered into eleven notes payable totaling \$205,000. The notes are unsecured, are due and payable in full on September 30, 2021, and accrue interest at a rate of 1.5% per annum, with the Company subsequently accruing interest at the default interest rate of 10%. As of March 21, 2023, the total accrued interest owed under these notes was \$30,857. The total principal and accrued interest was settled on March 21, 2023 through the issuance of 951,035 shares of Peak’s common stock.

#### *Retrieve Debt Transactions*

##### *Convertible Notes Payable*

During the calendar years 2019 and 2020, we issued three convertible promissory notes of \$100,000 each to a lender, all of which were outstanding at December 31, 2021. During the calendar year 2022 one of these notes was repaid, leaving two notes for \$200,000 outstanding at December 31, 2022. These notes are in default, as was the note which was repaid in 2022. All notes bore interest at the rate of 10% per year, payable in cash or - at the option of the lender - in common shares of the Company, calculated at \$1 per share. The note purchase agreements called for a penalty of 10,000 common shares to be issued to the lender for every month these notes were in default, pursuant to which, after an interim moratorium of three months on this penalty agreed to by the lender, the Company issued 60,000 of Retrieve common shares during the three months ended March 31, 2023. The note purchase agreements furthermore contained an anti-dilution clause which was settled by agreement between the lender and the Company on May 28, 2022 through the issuance of 49,720 common shares of Retrieve.

During the first quarter ending March 31, 2023, the aforementioned lender extended another convertible promissory note of \$100,000 pursuant to which we issued a promissory note, maturing September 30, 2023. The note carries interest at 10% per year, payable at maturity in the form of common shares at the rate of \$1 per share. The note provides for a penalty of 30,000 Retrieve common shares for each month that the note is in default. As an incentive for the lender we issued 100,000 Retrieve common shares and 300,000 warrants, exercisable at \$1.40 during five years. As of December 31, 2023 the note is in default and the Company is working with the noteholder to repay or extend the note.

On September 9, 2023, the aforementioned lender issued another convertible promissory note of \$20,000 pursuant to which we issued a promissory note, maturing October 9, 2023. The note carries interest at 10% per year, payable at maturity in the form of common shares at the rate of \$1 per share. The note provides for a penalty of 10,000

Retrieve common shares for each month that the note is in default. As of December 31, 2023 the note is in default and the Company is working with the noteholder to repay or extend the note.

#### *Notes Payable*

On September 14, 2023, the Company issued a non-interest bearing promissory note totaling \$17,500, maturing November 14, 2023. The note provides for a penalty of 7,000 warrants for the purchase of the Company's common stock at \$2.00 per share for each month that the note is in default. Management is currently working to extend the loan terms to resolve the default status of the note.

On September 14, 2023, the Company issued a non-interest bearing promissory note totaling \$7,500, maturing November 14, 2023. The note provides for a penalty of 3,000 warrants for the purchase of the Company's common stock at \$2.00 per share for each month that the note is in default. Management is currently working to extend the loan terms to resolve the default status of the note.

On September 26, 2023, the Company issued a non-interest bearing promissory note totaling \$25,000, maturing November 26, 2023. The note provides for a penalty of 3,000 warrants for the purchase of the Company's common stock at \$2.00 per share for each month that the note is in default. Management is currently working to extend the loan terms to resolve the default status of the note.

The Company expects to start realizing revenues in late 2024 and will then be in a position to begin retiring the above outstanding notes.

### **NOTE 6 – CAPITAL STOCK**

#### *Authorized Stock*

We currently have authorized 100,000,000 shares of capital stock, consisting of (i) 90,000,000 shares of common stock, and (ii) 10,000,000 shares of “blank check” Preferred Stock.

#### *Reverse Stock Splits*

On August 15, 2012, our board of directors and stockholders owning a majority of our outstanding common shares, authorized a 50 for 1 forward stock split of our issued and outstanding common stock. The forward split became effective on September 27, 2012. Due to the forward split, each outstanding share was split into 50 shares. On March 11, 2014, our board of directors authorized a 1.5 for 1 forward stock split of our common stock in the form of a dividend. In connection therewith, our shareholders of record as of the close of business on March 28, 2014, received an additional 0.5 share of our common stock for each share of our issued and outstanding common stock held by them on such date. The forward stock split became effective on April 1, 2014.

On February 15, 2023, the Company effected a 1-for-200 reverse stock split of its outstanding common stock. As a result of the reverse stock split, every two hundred pre-split shares of common stock outstanding were automatically combined into one new share of common stock without any action on the part of the shareholders. Following the consummation of the reverse stock split, the number of issued and outstanding shares of common stock was reduced from 78,363,567 to 391,818. No fractional shares were issued in connection with the reverse stock split. The fractional shares of common stock resulting from the reverse stock split were rounded up to the nearest whole post-split share. The split is reflected retrospectively in the accompanying financial statements.

#### *Merger with Retrieve Medical, Inc.*

Effective March 27, 2023, the Company merged with Retrieve Medical, Inc., a medical software company. The Company, Retrieve Medical Acquisition Corp., a Delaware corporation (the “Acquisition Subsidiary”) and Retrieve Medical, Inc., a Delaware corporation (“Retrieve”), entered into an Agreement and Plan of Merger and Reorganization (the “Agreement”) pursuant to which the Acquisition Subsidiary was merged with and into Retrieve, with Retrieve surviving as a wholly-owned subsidiary of the Company (the “Merger”). The transaction (the “Closing”) took place on March 27, 2023 (the “Closing Date”). The Company acquired, through a reverse triangular merger, all

outstanding capital stock of Retrieve in exchange for issuing Retrieve's shareholders (the "Retrieve Shareholders"), pro-rata, an aggregate of 16,338,951 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), representing approximately 86% of the issued and outstanding shares of the Company's Common Stock on a fully diluted basis. As a result of the Merger, the Retrieve Shareholders became the majority shareholders of the Company, and the Company acquired 100% of the issued and outstanding capital stock of Retrieve from the Retrieve Shareholders.

Neil Reithinger, the sole director of the Company, approved the Agreement and the transactions contemplated under the Agreement, and, on the Closing Date, resigned from his positions of Chief Executive Officer, Chief Financial Officer and sole director of the Company. The directors and shareholders of Retrieve have approved the Agreement and the transactions contemplated thereunder and, as of the Closing Date, own 16,338,951 shares of Common Stock in the aggregate.

The Merger was treated as a reverse recapitalization effected by a share exchange for financial and reporting purposes since Peak Pharmaceuticals, Inc. was deemed to be a shell corporation with nominal operations and assets at the time of the Merger. Retrieve is considered the acquirer for accounting purposes (with Peak Pharmaceuticals considered the acquiree), and Retrieve's historical financial statements represent the consolidated financial statements of the Company for preceding and current periods.

As a result of the Merger, Peak plans to take immediate steps to change its name to "Retrieve Medical Holdings, Inc." as well as its trading symbol, to better reflect its current business to its shareholders.

#### *Retrieve Capital Stock Transactions*

#### **Series A Convertible Preferred Stock**

In April 2020, the Board of Directors of Retrieve created a new class of preferred stock, the Series A Preferred Stock, and Retrieve filed a certificate of designation with the State of New Jersey on April 3, 2020. Each Retrieve share had a stated value of \$1,000 and carries a 10% of stated value per annum dividend, payable semi-annually in cash or common stock. A total of 1,635 Series A Preferred stock of Retrieve was converted to 1,703,674 common shares of Retrieve during the three months ended March 31, 2023. Dividends were declared and expensed on the preferred shares of \$40,315 during the three months ended March 31, 2023. No Accrued or unpaid dividends remained as of December 31, 2023.

#### **Stock Subscriptions**

During the twelve months ended December 31, 2023, we received cash of approximately \$747,500 for subscriptions for Retrieve's common stock and warrants from accredited investors, pursuant to which we issued 1,047,500 common shares of Retrieve. The warrants for the purchase of common shares are exercisable over 5-7 years at \$1.50-\$2.00 per share. Additionally, the Company issued 14,460 shares for payment of interest and 231,760 shares for loan penalties.

#### **Other Equity Transactions**

During the three months ended March 31, 2023, Peak issued 581,845 shares of its common stock to a service provider in settlement of approximately \$113,585 of accounts payable.

During the three months ended March 31, 2023, Retrieve issued 10,417 shares to a consultant in settlement of \$12,500 accrued unpaid remuneration. Retrieve furthermore issued 20,525 shares for conversion of \$15,534 interest accrued on outstanding promissory notes.

#### **NOTE 7 – WARRANTS AND STOCK OPTIONS**

##### *Peak Options*

No stock options were granted by Peak during the twelve months ended December 31, 2023.

The following is a summary of outstanding Peak stock options issued to employees and directors as of December 31, 2023:

	Number of Options	Exercise Price per Share	Average Remaining Term in Years
Outstanding December 31, 2023	14,580	\$ 1.34	0.45
Exercisable, December 31, 2023	14,580	\$ 1.34	0.45

The following is a summary of outstanding stock options issued to non-employees, excluding directors, as of December 31, 2023:

	Number of Options	Exercise Price per Share	Average Remaining Term in Years
Outstanding December 31, 2023	1,875	\$ 1.34	0.04
Exercisable, December 31, 2023	1,875	\$ 1.34	0.04

There was \$412,385 and \$2,022,027 equity-based compensation for the twelve months ended December 31, 2023 and 2022, respectively.

#### *Retrieve Options*

During the three-month ended March 31, 2023, Retrieve granted 925,000 options to five employees and one director, and 264,500 options to consultants. The options are exercisable over five years at \$1.20 (for 1,125,000 options) and \$1.50 (for 64,500 options).

Retrieve's options and warrants were valued using the Black-Scholes valuation model with the following assumptions: For 2021, share price - \$1.267 based on the estimated per share value of common stock underlying purchased equity units (shares and warrants) subscribed during 2020, as determined by a back solve method utilizing the average fair value of the underlying warrants; volatility 50%; dividends none; risk-free rate 0.26% to 0.85%; expected life - 3 to 5 years.

Unrecognized stock compensation expense in form of unamortized options grants as of December 31, 2023 totaled \$0.

Retrieve had maintained a "2019 Stock Plan" for the purpose of granting ISOs (Incentive Stock Options), Non-Qualified Options, Stock Grants and Stock-Based Awards. This 2019 Stock Plan was eliminated as a result of the Merger.

#### *Conversion of outstanding Options and Warrants*

In March 2023, the Board of Directors of Retrieve, in view of the upcoming March 27, 2023 merger with Peak Pharmaceuticals, Inc. and the prohibition of outstanding options and warrants at time of merger contained in the merger agreement, voted to grant all holders of options and warrants of Retrieve the right to convert their options and warrants into common shares of Retrieve on one for one basis. All holders of such instruments accepted the offer. Accordingly, in March 2023, Retrieve issued 11,750,000 of its common shares for all 11,750,000 outstanding Retrieve options, and 3,026,539 of its common shares for all 3,026,539 outstanding Retrieve warrants.

**NOTE 8 –SUBSEQUENT EVENTS**

In early April 2024 we commenced a Regulation CF crowdfunding offering for up to \$3,000,000 through issuance of the Company's common stock at \$1.50 per share.