

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



REGALWORKS MEDIA, INC.

A Nevada Corporation

Address: 2712 Baldwin Mill Road, Baldwin, MD 21013

Phone #: 443-617-8140

Website: www.purerudi.com

Email : info@purerudi.com

SIC Code: 591202

SEMI-ANNUAL REPORT FOR THE 6 MONTHS ENDED JUNE 30, 2022

At the date of this filing the number of shares outstanding of our common stock is 300,000,000

As of June 30, 2022 (the current semi-annual reporting period) the number of shares outstanding of our common stock is 300,000,000

As of March 31, 2022 (the previous quarterly reporting period) the number of shares outstanding of our common stock is 300,000,000

As of December 31, 2021 (the most recent fiscal year end) the number of shares outstanding of our common stock is 15,408,484

As of December 31, 2020 (the second most recent fiscal year end) the number of shares outstanding of common stock was also 15,408,484

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No: (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

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

Predecessor Names:

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

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

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

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

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

None

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

2712 Baldwin Mill Road, Baldwin, MD 21013

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

Yes:

No:

2) Security Information

| | |
|---|---|
| Trading symbol: | <u>"RWM1"</u> |
| Exact title and class of securities outstanding: | <u>Common Shares</u> |
| CUSIP: | <u>7588U105</u> |
| Par or stated value: | <u>\$0.001</u> |
| Total shares authorized: | <u>500,000,000</u> as of date: June 30, 2022* |
| Total shares outstanding: | <u>300,000,000</u> as of date: June 30, 2022 |
| Number of shares in the Public Float ² : | <u>1,008,980</u> as of date: June 30, 2022 |
| Total number of shareholders of record: | <u>115</u> as of date: June 30, 2022 |

(*Note: On January 13, 2022 the Company increased its authorized share capital from 100,000,000 shares to 500,000,000 shares of \$0.001 par value each).

Additional class of securities (if any):

| | |
|--|---|
| Trading symbol: | <u>Not applicable</u> |
| Exact title and class of securities outstanding: | <u>Preferred Shares</u> |
| CUSIP: | <u>Not applicable</u> |
| Par or stated value: | <u>\$0.001</u> |
| Total shares authorized: | <u>10,000,000</u> as of date: June 30, 2022 |
| Total shares outstanding: | <u>None</u> as of date: June 30, 2022 |

Transfer Agent

Name: Signature Stock Transfer, Inc.
Address: 14673 Midway Rd #220, Addison, TX 75001
Phone: 972-612-4120
Email: info@signaturestocktransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

3) Issuance History

A. Changes to the Number of Outstanding Shares

| <u>Shares outstanding as of January 1, 2020</u> Common: <u>15,408,484</u> | | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | | |
|--|---|--|---------------------|---|--|--|---|---|---------------------------------|
| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
| <u>No stock transactions in 2020</u> | | | | | | | | | |
| <u>Shares outstanding as of December 31, 2020</u> Common: <u>15,408,484</u> | | 15,408,484 | | | | | | | |
| <u>No stock transactions in 2021</u> | | | | | | | | | |
| <u>Shares outstanding as of December 31, 2021</u> Common: <u>15,408,484</u> | | 15,408,484 | | | | | | | |
| <u>Common shares Issued in 2022:</u> | | | | | | | | | |
| <u>January 11, 2022</u> | New issuance | 2,530,000 | Common shares | \$0.165 | No | Dane West | Corporate reorganization services | Restricted | 144 |
| <u>January 11, 2022</u> | New issuance | 2,530,000 | Common shares | \$0.165 | No | James Knapp | Corporate reorganization services | Restricted | 144 |
| <u>January 11, 2022</u> | New issuance | 7,250,000 | Common shares | \$0.165 | No | J. Holt Smith | Corporate reorganization services | Restricted | 144 |
| <u>January 11, 2022</u> | New issuance | 2,000,000 | Common shares | \$0.165 | No | Tomi Holden | Corporate reorganization services | Restricted | 144 |
| <u>January 11, 2022</u> | New issuance | 880,000 | Common shares | \$0.165 | No | Alan Bailey | Corporate reorganization services | Restricted | 144 |
| <u>January 11, 2022</u> | New issuance | 300,000 | Common shares | \$0.165 | No | William Friday | Corporate reorganization services | Restricted | 144 |

| | | | | | | | | | |
|--|-----------------------------------|-------------|---------------|---------|----|---|---|------------|-----|
| <u>January 11,2022</u> | New issuance | 400,000 | Common shares | \$0.165 | No | J.W. Hibbert | Corporate reorganization services | Restricted | 144 |
| <u>January 11,2022</u> | New issuance | 4,720,000 | Common shares | \$0.165 | No | Ameritech International Corp./ James Knapp sole owner | Corporate reorganization services | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 2,530,000 | Common shares | \$0.200 | No | Dane West | Acquisition services re; purchase of Pure Rudi, LLC | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 2,530,000 | Common shares | \$0.200 | No | James Knapp | Acquisition services re; purchase of Pure Rudi, LLC | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 2,530,000 | Common shares | \$0.200 | No | J. Holt Smith | Acquisition services re; purchase of Pure Rudi, LLC | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 640,000 | Common shares | \$0.200 | No | Tomi Holden | Acquisition services re; purchase of Pure Rudi, LLC | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 858,768 | Common shares | \$0.200 | No | Dane West | Full settlement of accounts payable | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 9,857,780 | Common shares | \$0.200 | No | James Knapp | Full settlement of accounts payable | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 5,034,968 | Common shares | \$0.200 | No | J. Holt Smith | Full settlement of accounts payable | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 144,000,000 | Common shares | \$0.200 | No | Dan Galluzzo | Portion of purchase price to acquire Pure Rudi, LLC | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 48,000,000 | Common shares | \$0.200 | No | J. Holt Smith | Portion of purchase price to acquire Pure Rudi, LLC | Restricted | 144 |
| <u>March 1,2022</u> | New issuance | 48,000,000 | Common shares | \$0.200 | No | J. Holt Smith | Portion of purchase price to acquire Pure Rudi, LLC | Restricted | 144 |
| Number of Shares outstanding as June 30, 2022 and as of the date of this Filing | Common: <u>300,000,000</u> | | | | | | | | |

B.**Debt Securities, Including Promissory and Convertible Notes**

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

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

| Date of Loan Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Debt holder | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|---------------------|---|
| <u>NONE</u> | | | | | | | |

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Alan Bailey
Title: Accountant
Relationship to Issuer: Independent

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

ATTACHED ON PAGES 10-17 ARE THE UNAUDITED SEMI-ANNUAL CONSOLIDATED FINANCIAL STATEMENTS OF REGALWORKS MEDIA INC. FOR THE 6 MONTHS ENDED JUNE 30, 2022

- C. Balance sheet;
D. Statement of income;
E. Statement of Stockholders' Equity
F. Statement of cash flows;
G. Financial notes; and
. Audit letter, if audited (not applicable)

5) Issuer's Business, Products and Services

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

Originally, under the Company's name of AmerElite Solutions, Inc the Company was engaged in the business of developing, manufacturing, marketing and selling the Collesense™ Premium Skin Care Collection, a revolutionary skin care line combining next generation science with nature . The Company owns the worldwide rights to its proprietary intellectual property, Collamin_G®, a revolutionary anti-aging ingredient that is the main ingredient in the Collesense™ Skin Care Collection. On July 15, 2013 the Company acquired RegalWorks Inc as its wholly owned subsidiary. RegalWorks Inc. worked to develop (with the object of producing) quality

motion pictures worthy of wide theatrical release, with its focus on family films with compelling, inspirational stories geared towards broad family audiences. However, RegalWorks was not able to successfully raise capital on acceptable terms sufficient to fully initiate this plan into actual movie production. However, pursuant to its public filings, the Company, currently and prior to the acquisition of RegalWorks, Inc., was and continues to be engaged in the business of developing, manufacturing, marketing and selling the Collesense™ Premium Skin Care Collection.

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

B. Description of subsidiaries, parents or affiliated companies

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

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

Between 2013 and 2021, through the acquisition of Regalworks, Inc the Company attempted to acquire sufficient rights and obtain sufficient financing to enable it to produce family focus motion pictures for worldwide distribution. However, the Company, currently and prior to the acquisition of RegalWorks, Inc., was and continues to be engaged in the business of developing, manufacturing, marketing and selling the Collesense™ Premium Skin Care Collection for worldwide distribution. More recently, following the acquisition of Pure Rudi, LLC, the Company expanded its original business objective of manufacturing health and wellness products to now producing and distributing, nationwide, products that are plant-based nutraceuticals that it believes may offer customers relief from pain, inflammation, insomnia, stress, and anxiety caused by arthritis and other immunocompromised diseases and ailments. Presently, the primary market for the health and wellness products referred to above is the U.S.

Ruderalis seeds are planted and the crops are harvested in Maryland on an ongoing basis. Presently, 2,000 plants are going, 1,000 plants have been harvested and are drying and 1,000 plants have begun to be processed into creams and medicinal tinctures for resale following the distribution of samples for consumer testing and evaluation. There are presently approximately 150 customers orders awaiting fulfillment.

Results of operations:

Effective March 1, 2022, the Company acquired 100% of Pure Rudi, LLC, the grower and cultivator of pure ruderalis in Maryland, a plant rich in medicinal elements. With an additional capital injection, the Company expects to generate substantial revenue and net operating income in the future through this newly acquired subsidiary from the sale and distribution of its medicinal creams and tinctures. As a start, for the 6 months ended June 30, 2022 the Company derived a modest level of revenue of \$800 from the sale of its product samples, compared with no revenue in 2021.

Operating expenses for the 6 months ended June 30, 2022 totaled \$ 53,098 and related to the cost of \$34,244 to cultivate the Company's crops, \$3,804 in general and administrative costs incurred to, \$ 8,230 in acquisition services and \$ 6,820 in management compensation. Other expense included \$20,610 for certain one-time corporate reorganization costs, offset by gain on extinguishment of prior accounts payable of \$318,324. In aggregate, this resulted in net income of \$ 245,416 for the 6 months ended June 30, 2022, compared with a net loss of \$11,250 for the 6 months ended June 30, 2021.

6) Issuer's Facilities

The Company operates from offices located at its cultivation and manufacturing plant at 2712 Baldwin Mill Road, Baldwin, MD 21013

7) Officers, Directors, and Control Persons:

The Company's present officers are:

Tomi Rae Holden - Director, CEO, President and CFO

Dan Galluzzo – Director and Chief Operating Officer

John Holt Smith - Director and Secretary

James L. Knapp - Director

Officers and Directors can be contacted by: Email : tomirae@gmail.com and by telephone: 541-604-4018

(Note: Dane West resigned as Director and CEO on March 1, 2022. He presently owns 9,753,768 common shares)

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

| Name of Officer/Director and Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding at date of Filing * | |
|---|--|---|------------------------|---------------------|---|-----------|
| Tomi R. Holden | Officer & Director | Reno, Nevada | 50,640,000 | Common (restricted) | 16.88% | Rule 144R |
| John Holt Smith | Officer & Director | Dallas, Texas | 63,192,419 | Common (restricted) | 21.06% | Rule 144R |
| Dan Galluzzo | Officer & Director | Baldwin, Maryland | 144,000,000 | Common (restricted) | 48.00% | Rule 144R |
| James L. Knapp | Director | Scottsdale, AZ | 19,765,596 | Common (restricted) | 6.59% | Rule 144R |

(*Note: percentages above are based on a total of 300,000,000 issued and outstanding common shares at June 30, 2022 and at the date of this filing)

A. Identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. 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, or banking activities;

None

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

None

4. The entry 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

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

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

Securities Counsel

Harrington Law LC

Seth Harrington

(515) 975-3447

2961 100th Street, Ste. 9

Urbandale, IA 50322

EMAIL: seth@sethharrington.com

Accountant or Auditor

Alan Bailey

21515 Hawthorne Blvd, Suite 200

Torrance, CA 90503, Tel: 310-722-6624

Investor Relations Consultant

None.

Other Service Providers

None

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).

The certifications shall follow the format below:

Chief Executive Officer

I, Tomi Rae Holden, certify that:

1. I have reviewed this Semi-Annual Report for the 6 Months Ended June 30, 2022 of RegalWorks Media ,Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2022

"/s/ Tomi R. Holden (CEO's Signature)

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

Principal Financial Officer:

I, Tomi Rae Holden, certify that:

1. I have reviewed this Semi-Annual Report for the 6 Months Ended June 30, 2022 of RegalWorks Media, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2022

"/s/ Tomi R. Holden [CFO's Signature]

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

**REGALWORKS MEDIA, INC.
Index to Financial Statements**

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REGALWORKS MEDIA, INC.

REGALWORKS MEDIA, INC.- SEMI-ANNUAL REPORT FOR THE 6 MONTHS ENDED JUNE 30, 2022

Consolidated Balance Sheets
(Unaudited)

| | <u>June 30,</u> <u>2022</u> | <u>December 31,</u> <u>2021</u> |
|---|--------------------------------|------------------------------------|
| Assets | | |
| Current assets | | |
| Cash | \$ 3,793 | \$ - |
| Non-current assets | | |
| Acquisition of Pure Rudi, LLC | <u>235,639</u> | <u>-</u> |
| - | | |
| Total assets | \$ <u>239,432</u> | \$ <u>-</u> |
| Liabilities and stockholders' equity | | |
| Current liabilities | | |
| Accounts payable and accrued expenses | \$ 550 | \$ 334,125 |
| Advances from directors and officers | <u>43,000</u> | <u>-</u> |
| | <u>43,550</u> | <u>334,125</u> |
| Stockholders' equity (deficit) | | |
| Preferred stock - \$0.001 par value: | | |
| 10,000,000 shares authorized, | | |
| None issued and outstanding | | - |
| Common stock - \$ 0.001 par value | | |
| 500,000,000 shares authorized, | | |
| 300,000,000 issued and outstanding June 30, 2022. | | |
| 15,408,484 issued and outstanding December 31, 2021 | 300,000 | 15,409 |
| Additional paid-in capital | 1,484,399 | 1,484,399 |
| Accumulated deficit | <u>(1,588,517)</u> | <u>(1,833,933)</u> |
| | <u>195,882</u> | <u>(334,125)</u> |
| Total liabilities and stockholders' equity (deficit) | \$ <u>239,432</u> | \$ <u>-</u> |

See the accompanying notes to these financial statements

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

| | <u>3 Months Ended</u> | | <u>6 Months Ended</u> | |
|--|-----------------------|-------------------|-----------------------|-------------------|
| | June | June | June | June |
| - | <u>30, 2022</u> | <u>30,2021</u> | <u>30, 2022</u> | <u>30, 2021</u> |
| Revenue | <u>\$ 800</u> | <u>\$ -</u> | <u>\$ 800</u> | <u>\$ -</u> |
| Operating expense | | | | |
| Product cultivation | 27,794 | - | 34,244 | - |
| Management compensation | 6,820 | - | 6,820 | - |
| Acquisition services | - | - | 8,230 | - |
| General and administrative | <u>1,869</u> | <u>24,875</u> | <u>3,804</u> | <u>36,125</u> |
| | <u>36,483</u> | <u>24,875</u> | <u>(53,098)</u> | <u>(36,125)</u> |
| Net operating loss | <u>(35,683)</u> | <u>(24,875)</u> | <u>(52,298)</u> | <u>(36,125)</u> |
| Other income(expense) | | | | |
| Gain on extinguishment of accounts payable | - | - | 318,324 | - |
| Corporate reorganization expense | <u>-</u> | <u>-</u> | <u>(20,610)</u> | <u>-</u> |
| | <u>-</u> | <u>-</u> | <u>297,714</u> | <u>-</u> |
| Net income (loss) | <u>\$(35,683)</u> | <u>\$(24,875)</u> | <u>\$245,416</u> | <u>\$(36,125)</u> |
| Weighted average common shares | | | | |
| outstanding | <u>300,000,000</u> | <u>15,408,484</u> | <u>204,593,578</u> | <u>15,408,484</u> |
| Net income (loss) per common share | <u>\$ (0.00012)</u> | <u>\$ (0016)</u> | <u>\$ 0.0012</u> | <u>\$(0.0023)</u> |

See the accompanying notes to these financial statements

REGALWORKS MEDIA, INC.
Statement of Changes in Stockholders' Equity (Deficit)
For the Period Ended June 30, 2022

(Unaudited)

| | <u>Preferred Shares</u> | | <u>Common Shares</u> | | <u>Additional Paid -In Capital</u> | <u>Accumulated Deficit</u> | <u>Stockholders' Equity (Deficit)</u> |
|---|--------------------------|---------------|--------------------------|------------------|--|--------------------------------|---|
| | <u>Number Issued</u> | <u>Amount</u> | <u>Number Issued</u> | <u>Amount</u> | | | |
| At January 1,2020 | - | - | 15,408,484 | \$15,409 | \$1,484,399 | \$(1,724,808) | \$(225,000) |
| Loss for the 12 months ended December 31,2020 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(45,000)</u> | <u>(45,000)</u> |
| At January 1,2021 | - | - | 15,408,484 | \$15,409 | \$1,484,399 | \$(1,769,808) | \$(270,000) |
| Loss for the 12 months ended December 30, 2021 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(64,125)</u> | <u>(64,125)</u> |
| At December 31,2021 | - | - | 15,408,484 | \$15,409 | \$1,484,399 | \$(1,833,933) | \$(334,125) |
| March 1, 2022 Issuance of common stock on acquisition of Pure Rudi, LLC – and payment of related expenses | - | - | 284,591,216 | 284,591 | - | - | 284,591 |
| Net Income for the 3 months ended March 31, 2022 | - | - | - | - | - | 281,099 | 281,099 |
| Loss for the 3 months ended June 30,2022 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(35,683)</u> | <u>(35,683)</u> |
| <u>At June 30, 2022</u> | <u>-</u> | <u>-</u> | <u>300,000,000</u> | <u>\$300,000</u> | <u>\$1,484,399</u> | <u>\$(1,588,517)</u> | <u>\$195,882</u> |

See the accompanying notes to these financial statements

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

| | <u>6 Months Ended</u> | |
|--|-----------------------|----------------------|
| | <u>June 30, 2022</u> | <u>June 30, 2021</u> |
| Cash used in operating activities: | | |
| Net income | \$ 245,416 | \$ (36,125) |
| Stock used to pay acquisition expenses | 28,840 | - |
| Stock used to pay accounts payable | 15,751 | - |
| Gain on extinguishment of accounts payable | (318,324) | |
| (Decrease) increase in accounts payable and accrued expenses | <u>(10,890)</u> | <u>36,125</u> |
| Cash used in operating activities | (39,207) | <u>-</u> |
| Cash used in investment activities: | | |
| | <u>-</u> | <u>-</u> |
| Cash from financing activities: | | |
| Advances from Directors and Officers | <u>43,000</u> | <u>-</u> |
| Increase in cash | <u>3,793</u> | <u>-</u> |
| Cash, beginning of period | <u>-</u> | <u>-</u> |
| Cash, end of period | <u>\$ 3,793</u> | <u>\$ -</u> |

Supplemental information of non-cash transactions

| | | |
|-------------------------------|-----------|------|
| Acquisition of Pure Rudi, LLC | \$240,000 | \$ - |
| Increase in share capital | (240,000) | \$ |

See the accompanying notes to these financial statements

REGALWORKS MEDIA, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2022

(Unaudited)

NOTE 1 - GENERAL ORGANIZATION AND BUSINESS

RegalWorks Media, Inc. (the “Company”) was incorporated in the state of Nevada July 26, 1994, as ABC Home Care Specialists, Inc., and on May 18, 2005, changed its name to AmerElite Solutions, Inc. “AmerElite”. AmerElite is engaged in the business of developing, manufacturing, marketing and selling the Collesense™ Premium Skin Care Collection, a revolutionary skin care line combining next generation science with nature to form the most advanced beauty treatment available today. The Company owns the worldwide rights to its proprietary intellectual property, Collamin_G®, a revolutionary anti-aging ingredient that is the main ingredient in the Collesense™ Skin Care Collection.

On June 27, 2013, the Company entered into an agreement to acquire all of the outstanding shares of RegalWorks, Inc. a privately owned Nevada corporation (RWI). On July 15, 2013, the Company completed its reorganization with RWI, which then became a wholly owned subsidiary. The Company name was also changed on that date from AmerElite Solutions, Inc. to RegalWorks Media, Inc. to reflect an additional business operation of being an early-stage independent film studio led by a highly regarded team of media and business executives. On March 9, 2016 the Company filed a form 15-12G with the SEC to become relieved of its otherwise obligation to file audited financial statements pursuant to Rule 12g-4(a)(1) of the Securities Exchange Act of 1934

Pursuant to its public filings, the Company, currently and prior to the acquisition of RegalWorks, Inc., was and continues to be engaged in the business of developing, manufacturing, marketing and selling the Collesense™ Premium Skin Care Collection. Subsequent to the acquisition, the Company also began to develop feature films with a proprietary framework that matches audiences with film content through its wholly owned Regalworks subsidiary. It worked to produce quality motion pictures worthy of wide theatrical release, making a substantive contribution to the landscape of family films with compelling, inspirational stories geared towards broad family audiences, leading producers and directors to produce buzzworthy family films with memorable story lines and characters. Although the Company has had many meetings and negotiations for film financing, script acquisition, production and distribution planning, its Regalworks subsidiary has not been able to fully progress on its production objectives because of development and planning. Difficulty in obtaining film finance by independent film companies has increased significantly with the rise of streaming services that tend to finance their own projects and, more recently, with the impact of the global pandemic that almost completely shut down entertainment production globally until recently. Therefore, to date, the Company has been unable to raise a meaningful portion of the funding for any of its intended film projects so that they can begin pre-production.

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

More recently, management decided to reaffirm and expand its original business model of pursuing health and wellness products. In accordance with this revised business approach, on March 1, 2022 the Company completed its acquisition of 100% of Pure Rudi, LLC, ("Pure Rudi") a premium U.S. based business that includes the production and distribution of products that are plant-based nutraceuticals offering health and wellness to customers. Based in Maryland, Pure Rudi utilizes rare, organic all-natural ingredients in its proprietary dietary supplements and topical products. Pure Rudi has perfected a product that it believes may offer customers relief from pain, inflammation, insomnia, stress, and anxiety caused by arthritis and other immunocompromised diseases and ailments. The Company will remain the parent company, operating as a holding company for Pure Rudi, which will operate as a wholly owned subsidiary. The Company plans to combine the synergies of its Collesense™ Premium Skin Care Collection products with nutraceutical products developed and marketed by its newly acquired Pure Rudi brand.

At closing of the above mentioned acquisition, the Company issued 240 million shares of its common stock to the members of Pure Rudi in exchange for 100% of each of their membership interests. Issuance of the common stock was made in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

At December 31, 2021 the Company had net operating loss carry-forwards of approximately \$1.5 million that begin to expire in 2033. A deferred tax asset of approximately \$0.3 million created by the net operating loss has been offset by a valuation allowance equal to the deferred tax asset.

NOTE 3 - GOING CONCERN

Until the acquisition of Pure Rudi, LLC the Company had suffered recurring losses from operations and presently has only achieved minimal revenue. Without an infusion of capital, these conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company intends to raise new capital as a health and wellness business rather than an as entertainment business, through Regulation A equity offerings and/or through short-term financing arrangements. Most recently, to support the working capital needs of the Company's new operations, two Directors and Officers provided combined interest free cash advances to the Company totaling \$43,000 through June 30, 2022, and provided an additional \$10,000 to the Company subsequent to June 30, 2022.

NOTE 4 - STOCKHOLDERS' EQUITY

On January 1, 2022 the Company had a total of 15,408,484 issued and outstanding common shares. On March 1, 2022 the Company issued a total of 20,610,000 restricted common shares in payment of certain corporate reorganization services, issued a total of 8,230,000 restricted common shares in payment of certain corporate acquisition services and issued a total of 15,751,516 restricted common shares in full settlement of certain accounts payable previously incurred and/or paid by its officers for general and administrative expenses. As discussed in Note 1 on March 1, 2022, with the acquisition of Pure Rudi, LLC, the Company also issued a total of 240,000,000 shares of its restricted common stock to the Members of Pure Rudi LLC in exchange for 100% of each of their Membership interests. Accordingly, at June 30, 2022 and at the date of this filing, there were a total of 300,000,000 issued and outstanding common shares.

On January 13, 2022 the Company increased its authorized share capital from 100,000,000 shares to 500,000,000 shares of \$0.001 par value each. There was no change to the Company's preferred stock.

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

The Company's accounts payable and accrued expenses at December 31, 2021 consisted of accrued but unpaid compensation due its former CEO, together with unreimbursed corporate maintenance expenses paid by certain of the Company's Officers and Directors. These liabilities however were fully settled on March 1, 2022 through the issuance of common stock referred to in Note 4. A net gain of \$318,324 was recorded on the extinguishment of these former accounts payable liabilities for the 6 months ended June 30, 2022.