

## **Healixa Inc.**

51 Elm St.  
Huntington, NY 11743

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Corporate Website: [www.healixa.com](http://www.healixa.com)  
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# Quarterly Report

For the period ending September 30, 2024 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

754,584,730 as of September 30, 2024 (Current Reporting Period Date or More Recent Date)

754,584,730 as of March 31, 2024 (Most Recent Completed Fiscal Year End)

### **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**

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.

- Permco LTD – June 16, 1977
- Computer Mortgages of America Holding Co. – June 19, 1999
- Sheffield Industries, Inc. – May 9, 2005
- Kensington Energy Corporation – July 5, 2005
- Emerald Organic Products Inc. - August 3, 2012
- Carie Health Inc. – May 12, 2020Healixa Inc. – February 23, 2021

Current State and Date of Incorporation or Registration: State of Nevada

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 or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

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

None

Address of the issuer's principal executive office:

51 Elm Street, Huntington, New York 11743

Address of the issuer's principal place of business:

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

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

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

\_\_\_\_\_

**2) Security Information**

**Transfer Agent**

Name: Pacific Stock Transfer  
 Phone: (800) 785-7782  
 Email: Joslyn@pacificstocktransfer.com  
 Address: 6725 Via Austin Parkway, Suite 300, Las Vegas, Nevada 89119

**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:	<u>EMOR</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>57387H</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>2,000,000,000</u>	as of date: 11/30/2018
Total shares outstanding:	<u>754,584,730</u>	as of date: 9/30/2024
Total number of shareholders of record:	<u>308</u>	as of date: 9/30/2024

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

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

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Series A Convertible Preferred Shares</u>	
CUSIP (if applicable):	<u>None</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>82,625</u>	as of date: 2/28/2020
Total shares outstanding (if applicable):	<u>82,625</u>	as of date: 9/30/2024
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: 9/30/2024

Exact title and class of the security:	<u>Series B Convertible Preferred Shares</u>	
CUSIP (if applicable):	<u>None</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>180,000</u>	as of date: 9/30/2021
Total shares outstanding (if applicable):	<u>143,268</u>	as of date: 9/30/2024
Total number of shareholders of record (if applicable):	<u>11</u>	as of date: 9/30/2024

Exact title and class of the security:	<u>Series C Preferred Shares</u>	
CUSIP (if applicable):	<u>None</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>30,000</u>	<u>as of date: 9/30/2021</u>
Total shares outstanding (if applicable):	<u>30,000</u>	<u>as of date: 9/30/2024</u>
Total number of shareholders of record (if applicable):	<u>2</u>	<u>as of date: 9/30/2024</u>

Exact title and class of the security:	<u>Series D Preferred Shares</u>	
CUSIP (if applicable):	<u>None</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 5/30/2023</u>
Total shares outstanding (if applicable):	<u>22,800</u>	<u>as of date: 9/30/2024</u>
Total number of shareholders of record (if applicable):	<u>6</u>	<u>as of date: 9/30/2024</u>

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

**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.**

Dividend Rights

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of our common stock are entitled to receive dividends out of funds legally available if our board of directors, in its discretion, determines to declare and pay dividends and then only at the times and in the amounts that our Board may determine. See the section titled "Dividend Policy" for additional information. Voting Rights Holders of our common stock are entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders.

Voting Rights

Holders of our common stock are entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders.

Our amended and restated articles of incorporation does not provide for cumulative voting for the election of directors. As a result, the holders of a majority of the voting power of our outstanding capital stock can elect all of the directors then standing for election. Our amended and restated articles of incorporation establishes a classified board of directors, to be divided into three classes with staggered three-year terms. Only one class of directors will be elected at each annual meeting

of our stockholders, with the other classes continuing for the remainder of their respective three-year terms.

#### No Preemptive or Similar Rights

Our common stock is not entitled to preemptive rights and is not subject to redemption or sinking fund provisions. Right to Receive Liquidation Distributions Upon our liquidation, dissolution, or winding up, the assets legally available for distribution to our stockholders would be distributable ratably among the holders of our common stock, and any participating preferred stock outstanding at that time, subject to the prior satisfaction of all outstanding debt and liabilities and the preferential rights of and the payment of liquidation preferences, if any, on any shares of preferred stock outstanding at that time.

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

#### Preferred Stock

Our amended and restated articles of incorporation authorizes our Board of Directors to issue up to 100 million shares of preferred stock, par value \$0.001 per share, in such series and have the designations, rights, powers (including voting rights), and preferences as our board of directors may, from time to time determine and set forth in certificates of designation filed with the Nevada Secretary of State. Pursuant to such authority, our board of directors have designated three classes of our preferred stock as of the date of this prospectus, Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock, having such rights as set forth below.

Following the completion of this offering, our board of directors will be authorized, subject to limitations prescribed by Nevada law, to issue up to an additional 99,827,375 shares of preferred stock in one or more series, to establish from time to time the number of shares to be included in each series, and to fix the designation, powers (including voting powers), preferences, and rights of the shares of each series and any of its qualifications, limitations, or restrictions, in each case without further vote or action by our stockholders. Our board of directors can also increase or decrease the number of shares of any series of preferred stock, but not below the number of shares of that series then outstanding, without any further vote or action by our stockholders. Our board of directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of our common stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring, or preventing a change in control of our company and might adversely affect the market price of our common stock.

#### Series A Preferred Stock

We are authorized to issue up to 82,625 shares of our Series A Preferred Stock and have 82,625 shares issued and outstanding as of the date of this report. Shares of Series A Preferred Stock are entitled to receive dividends on par with our common stock and vote (together with our common stock) on an "as converted" basis. Shares of our Series A Preferred Stock convert into shares of our common stock at the rate of ten shares of common stock for every one shares of Series A Preferred Stock so converted. While the designation for our Series A Preferred Stock states that the Series A Preferred Stock do not have any rights upon the liquidation of our company, nothing would prohibit the holder of shares of Series A Preferred Stock from converting the holder's shares into shares of common stock prior to a liquidation of our company and, thereby, share with the holders of our common stock in any distributions to our stockholders in connection with the liquidation and winding down of our company.

#### Series B Preferred Stock

We are authorized to issue up to 105,000 shares of our Series B Preferred Stock and have 81,300 shares issued and outstanding as of the date of this prospectus. Shares of Series B Preferred Stock are entitled to receive dividends on par with our common stock and vote (together with our common stock) on an “as converted” basis. Shares of our Series B Preferred Stock convert into shares of our common stock at the rate of one shares of common stock for every one shares of Series B Preferred Stock so converted while the Company remains trading on the over the counter market (OTC Markets). Shares of our Series B Preferred Stock convert into shares of our common stock at the rate of 1,000 shares of common stock for every one shares of Series B Preferred Stock so converted if converted after our common stock successfully lists on a national securities exchange. While the designation for our Series B Preferred Stock states that the Series B Preferred Stock do not have any rights upon the liquidation of our company, nothing would prohibit the holder of shares of Series B Preferred Stock from converting the holder’s shares into shares of common stock prior to a liquidation of our company and, thereby, share with the holders of our common stock in any distributions to our stockholders in connection with the liquidation and winding down of our company.

Company recently extended it’s the authorized number of shares to 180,000 Series B Preferred Stock.

#### Series C Preferred Stock

We are authorized to issue up to 30,000 shares of our Series C Preferred Stock, issued 30,000 shares of Series C Preferred Stock and then subsequently cancel said issuance of Series C Preferred Stock. Shares of Series C Preferred Stock were not entitled to receive any dividends, nor were they convertible into any other securities of our company. Series C Preferred Stock controlled 51% of the voting power of all of our voting securities and, in effect, the holder of our Series C Preferred Stock controlled any matter that is voted upon by our stockholders. All of the issued and outstanding Series C Preferred Stock was owned by DTMWTD LLC, a Delaware limited liability company whose members consist of Ian Parker, our President and Chief Executive Officer, Michael Berg, our Chief Development Officer, and a former executive officer and director of our company. All three signed off on the cancelation of the Series C Preferred Stock and as did our Board of Directors. Company just recently reissued Series C Preferred Stock to two parties.

#### Series D Preferred Stock

We are authorized to issue up to 1,000,000 shares of our Series D Preferred Stock and have 22,800 shares issued and outstanding as of the date of this report. Shares of Series D Preferred Stock are entitled to receive dividends on par with our common stock and vote (together with our common stock) on an “as converted” basis. Shares of our Series D Preferred Stock convert into shares of our common stock at the rate of ten shares of common stock for every one shares of Series D Preferred Stock so converted. While the designation for our Series D Preferred Stock states that the Series D Preferred Stock do not have any rights upon the liquidation of our company, nothing would prohibit the holder of shares of Series D Preferred Stock from converting the holder’s shares into shares of common stock prior to a liquidation of our company and, thereby, share with the holders of our common stock in any distributions to our stockholders in connection with the liquidation and winding down of our company.

### **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 for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>3/31/2022</u> <u>810,063,147</u>		Common:							
		Preferred: <u>82,625</u>							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
3/31/2022	New Issuance	100,000	Common	0	No	Shares for Services	STRATEGY 10 LLC (TOM WOODCHEKE)	Rule 144 Restricted	Section 4(a)(2)
4/04/2022	New Issuance	125,000	Common	0	No	Shares for Services	REDCHIP COMPANIES INC (DAVID GENTRY)	Rule 144 Restricted	Section 4(a)(2)
9/1/2022	New Issuance	2,000,000	Common	0	No	Shares for Services	INTERNATIONAL MONETARY (CONTROLLED BY BLAINE RILEY)	Rule 144 Restricted	Section 4(a)(2)
10/6/2022	New Issuance	34,095	Common	0	No	Shares For Convertible Note	DALE FORTUNA	Rule 144 Restricted	Section 4(a)(2)
10/6/2022	New Issuance	200,000	Common	0	No	Shares for Services	PARADIGM SHIFT CONCEPTS (CONTROLLED BY JUSTIN WOLLER)	Rule 144 Restricted	Section 4(a)(2)

12/5/2022	New Issuance	2,000,000	Common	0	No	Shares for Services	INTERNATIONAL MONETARY (CONTROLLED BY BLAINE RILEY)	Rule 144 Restricted	Section 4(a)(2)
12/6/2022	New Issuance	200,000	Common	0	No	Shares for Services	RICHARD H WILHELM II	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	7,200	Preferred B	0	No	Shares for Services	BRADLEY CAPITAL GROUP (CONTROLLED BY JOHN LAI)	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	6,500	Preferred B	0	No	Shares for Services	GRANITE SYSTEM, LLC (CONTROLLED BY HENRY MILLER)	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	800	Preferred B	0	No	Shares for Services	PHIL ANDERSON	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	100	Preferred B	0	No	Shares for Services	CHRISTOPHER GALIANO	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	100	Preferred B	0	No	Shares for Services	KEVIN KIM	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	100	Preferred B	0	No	Shares for Services	FIG ANNUNZIATO	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	500	Preferred B	0	No	Shares for Services	SATYJET DEB	Rule 144 Restricted	Section 4(a)(2)
1/4/2022	New Issuance	5,000	Preferred B	0	No	Shares for Services	INNOVATIVE VENTURE PARTNERS (MATTHEW VOGEL)	Rule 144 Restricted	Section 4(a)(2)
4/10/2023	New Issuance	500,000	common	0	No	Shares for Services	PARADIGM SHIFT CONCEPTS INC (CONTROLLED BY JUSTIN WOLLER)	Rule 144 Restricted	Section 4(a)(2)
5/10/2023	New Issuance	2,000,000	common	0	No	Settlement	FRESE WHITEHEAD ANDERSON AND HENDERSON PA (CONTROLLED BY DANIEL WHITEHEAD)	Rule 144 Restricted	Section 4(a)(2)



5/10/2023	New Issuance	2,000,000	common	0	No	Shares for Services	JASON MISCHEL	Rule 144 Restricted	Section 4(a)(2)
5/10/2023	New Issuance	-3,750,000	common	0	No	Settlement	PADMAJA PATEL	Rule 144 Restricted	Section 4(a)(2)
5/10/2023	New Issuance	-500,000	common	0	No	Settlement	KACEY WHITLOCK	Rule 144 Restricted	Section 4(a)(2)
5/10/2023	New Issuance	-3,750,000	common	0	No	Settlement	HARDIKKUMAR PATEL	Rule 144 Restricted	Section 4(a)(2)
6/16/2023	New Issuance	50,000	common	0	No	Shares for Services	MARYL LUREK	Rule 144 Restricted	Section 4(a)(2)
6/16/2023	New Issuance	322,583	common	0	No	Shares for Services	OUTSIDE THE BOX CAPITAL INC (CONTROLLED BY BLAKE MURACCO)	Rule 144 Restricted	Section 4(a)(2)
6/16/2023	New Issuance	1,250,000	common	0	No	Shares for Services	JAGDAT SINGH	Rule 144 Restricted	Section 4(a)(2)
6/21/2023	New Issuance	-4,000,000	common	0	No	Shares for Services	HARDIKKUMAR PATEL	Rule 144 Restricted	Section 4(a)(2)
07/17/2023	New Issuance	100,000	common	0	No	Shares for Services	ADAM DOOLITTLE	Rule 144 Restricted	Section 4(a)(2)
07/28/2023	New Issuance	200,000	common	0	No	Shares for Services	MULTI MEDIA PRODUCTIONS USA INC (CONTROLLED BY MATTHEW HALLMAN)	Rule 144 Restricted	Section 4(a)(2)
08/11/2023	New Issuance	15,000	Preferred B	0	No	Shares for Services	INNOVATIVE VENTURE PARTNERS (MATTHEW VOGEL)	Rule 144 Restricted	Section 4(a)(2)
09/30/2023	New Issuance	150	Preferred B	0	No	Shares for Services	JEENARINE NARINE	Rule 144 Restricted	Section 4(a)(2)
09/30/2023	New Issuance	150	Preferred B	0	No	Shares for Services	RANDY NARINE	Rule 144 Restricted	Section 4(a)(2)
9/30/2023	New Issuance	47,668**	Preferred B	0	No	Shares for Services	COMPLETE HUMAN INDUSTRIES INC (CONTROLLED BY EVAN DEMARCO)	Rule 144 Restricted	Section 4(a)(2)

10/1/2023	Cancelation	10,192,333	Common	0	No	Shares for Merger	VINCENT CARUSO	Rule 144 Restricted	Section 4(a)(2)
10/1/2023	Cancelation	10,112,333	Common	0	No	Shares for Merger	STEVEN SIMON	Rule 144 Restricted	Section 4(a)(2)
1/31/2024	Issuance	6,000	Series C Preferred Shares	0	No	Shares for Services	DTMWTD LLC (CONTROLLED BY MATTHEW DILL, MICHAEL BERG AND IAN PARKER)	Rule 144 Restricted	Section 4(a)(2)
1/31/2024	Issuance	24,000	Series C Preferred Shares	0	No	Shares for Services	DAVID PARKER HOLDINGS INC (CONTROLLED BY JULIETTE PARKER)	Rule 144 Restricted	Section 4(a)(2)
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending</u> <u>Balance:</u> Date <u>9/30/2024</u>			Common: <u>754,584.730</u> Preferred: <u>194,225</u>						

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

\_\_\_\_\_

## 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)

Date of Note 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 Noteholder.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
6/24/19	10,000	10,000	0	11/1/19	N/A	Dean Wall	Working Capital
6/24/19	10,000	10,000	0	11/1/19	N/A	Keith Dean	Working Capital
9/18/20	59,250	50,000	9,250	3/31/21	Convertible into Common Stock	Abib Husain MD	Working Capital
9/18/20	29,625	25,000	4,625	3/31/21	Convertible into Common Stock	Kent Northcote MD	Working Capital
9/17/20	29,750	25,000	4,750	2/1/21	Convertible into Common Stock	Greg Undahl	Working Capital
9/18/20	89,250	75,000	14,250	3/31/21	Convertible into Common Stock	SKO Investments (Don Olson)	Working Capital
12/7/20	250,000	200,000	Zero Coupon	5/7/21	Convertible into Common Stock	Bradley Capital Group LLC (Controlled by John Lai)	Working Capital
2/10/21	58,000	50,000	8,000	8/10/21	Convertible into Common Stock	Michael Retzbach	Working Capital

2/11/21	69,600	60,000	9,600	8/11/21	Convertible into Common Stock	Thomas Bennett	Working Capital
4/13/21	625,000	500,000	Zero Coupon	11/1/21	Convertible into Common Stock	Bradley Capital Group (Controlled by John Lai)	Working Capital
7/19/21	3,396	3,000	396	3/1/22	Convertible into Common Stock	Kit Cheng	Working Capital
7/21/21	56,575	50,000	6,575	3/1/22	Convertible into Common Stock	Mahaish Ramouror	Working Capital
7/21/21	27,722	24,500	3,222	3/1/22	Convertible into Common Stock	Green Sage Capital Holdings LLC (Controlled by Lance Sager)	Working Capital
7/21/21	56,575	50,000	6,575	3/1/22	Convertible into Common Stock	Simon Kandial	Working Capital
7/21/21	56,567	50,000	6,567	3/1/22	Convertible into Common Stock	Christopher Persaud	Working Capital
8/5/21	56,458	50,000	6,458	4/1/22	Convertible into Common Stock	Badesh Thakur	Working Capital
8/9/21	56,425	50,000	6,425	4/1/22	Convertible into Common Stock	Sureain S. Sawh	Working Capital

8/9/21	56,425	50,000	6,425	4/1/22	Convertible into Common Stock	Rupal Patel	Working Capital
10/7/21	92,825	75,000	17,825	5/1/22	Convertible into Common Stock	Francesco S Rossi	Working Capital
10/8/21	30,900	25,000	5,900	5/1/22	Convertible into Common Stock	John Arizzi	Working Capital
10/9/21	30,933	25,000	5,933	5/1/22	Convertible into Common Stock	Joseph T D Avanzo	Working Capital
11/22/21	140,000	110,000	Zero Coupon	6/1/22	Convertible into Common Stock	Bradley Capital Group (Controlled by John Lai)	Working Capital
10/31/21	1,200,000	700,000	Zero Coupon	7/31/22	Convertible into Common Stock	Tiger Trout Capital (controlled by Alan Masley)	Working Capital
11/12/21	22,260	20,000	2,260	5/31/22	Convertible into Common Stock	Sandra Rigley	Working Capital
12/29/21	55,275	50,000	5,275	6/1/22	Convertible into Common Stock	Richard Alloway II	Working Capital
2/01/22	54,875	50,000	4,875	8/01/22	Convertible into Common Stock	Richard Alloway	Working Capital

2/1/22	54,817	50,000	4,817	8/1/22	Convertible into Common Stock	Gregory Craddock	Working Capital
2/1/22	164,075	150,000	14,075	8/1/22	Convertible into Common Stock	Diane Koontz	Working Capital
3/3/22	54,683	50,000	4,683	9/3/22	Convertible into Common Stock	Michelle Goss	Working Capital
4/27/22	25,070	22,500	2,570	10/27/22	Convertible into Common Stock	Jeffrey Mills	Working Capital
4/27/22	66,853	60,000	6,853	10/27/22	Convertible into Common Stock	Darvin Habben	Working Capital
4/28/22	66,840	60,000	6,840	10/28/22	Convertible into Common Stock	SKO Investments (Controlled by Don Olson)	Working Capital
5/2/22	50,090	45,000	5,090	11/2/22	Convertible into Common Stock	Michael Ocker	Working Capital
5/2/22	65,090	60,000	5,090	11/2/22	Convertible into Common Stock	Yiamas LLC (Controlled by Richard Alloway II)	Working Capital
5/19/22	277,312	250,000	27,312	11/19/22	Convertible into Common Stock	A,L, Sarroff Fund (Controlled by Alan Sarroff)	Working Capital

5/31/22	91,871	83,000	8,871	11/30/22	Convertible into Common Stock	Mathew Varghese	Working Capital
6/16/22	121,342	110,000	11,342	12/16/22	Convertible into Common Stock	RSL Associates (Controlled by Randy Narine)	Working Capital
7/6/22	274,677	250,000	24,677	1/6/23	Convertible into Common Stock	A,L, Sarroff Fund (Controlled by Alan Sarroff)	Working Capital
7/12/22	301,849	275,000	26,849	1/12/23	Convertible into Common Stock	Jeff Davoud	Working Capital
8/10/22	180,045	165,000	15,045	2/10/23	Convertible into Common Stock	TR Capital Investments 1, LLC (Controlled by Matthew Dicken)	Working Capital
9/9/22	35,801	33,000	2,801	3/9/23	Convertible into Common Stock	Steven Townley	Working Capital
9/12/22	3,585	3,300	285	3/12/23	Convertible into Common Stock	Allen Garland	Working Capital
9/14/22	11,934	11,000	934	3/14/23	Convertible into Common Stock	George Shaheen	Working Capital
9/15/22	7,163	6,600	563	3/15/23	Convertible into Common Stock	Clayton Wigg	Working Capital

10/12/22	180,000	135,000	30,000	4/12/23	Convertible into Common Stock	Tiger Trout Capital (Controlled by Alan Masley)	Working Capital
11/10/22	75,000	75,000	0	5/10/22	N/A	Diane Koontz	Working Capital
11/15/22	50,000	50,000	0	5/15/22	N/A	Bradley Capital Group (Controlled by John Lai)	Working Capital
12/5/22	152,410	143,000	9,410	6/5/23	Convertible into Common Stock	Richard Alloway	Working Capital
1/12/2023	1,474	1,375	99	12/31/23	Convertible into Common Stock	Farah Dorros	Working Capital
1/12/2023	1,474	1,375	99	12/31/23	Convertible into Common Stock	Sharon Dorros	Working Capital
1/12/2023	11,790	11,000	790	12/31/23	Convertible into Common Stock	Darkhorse Capital Group LLC (Controlled by Asher Allweiss)	Working Capital
1/12/2023	17,684	16,500	1,184	12/31/23	Convertible into Common Stock	TR Capital Investments 1, LLC (Controlled by Matthew Dicken)	Working Capital
1/13/2023	5,893	5,500	393	12/31/23	Convertible into Common Stock	Daniel Shulman	Working Capital



1/17/2023	29,437	27,500	1,937	12/31/23	Convertible into Common Stock	Timothy Goulet	Working Capital
1/17/2023	11,775	11,000	775	12/31/23	Convertible into Common Stock	Allen Vogel	Working Capital
1/17/2023	5,837	5,500	387	12/31/23	Convertible into Common Stock	Pedro Munoz	Working Capital
1/17/2023	5,837	5,500	387	12/31/23	Convertible into Common Stock	James Ventura	Working Capital
1/17/2023	11,775	11,000	775	12/31/23	Convertible into Common Stock	Ace Venture Capital (Controlled by James Ventura)	Working Capital
1/19/2023	64,194	60,000	4,194	12/31/23	Convertible into Common Stock	Darvin Habben Trust (Darvin Habben Trustee)	Working Capital
2/21/2023	23,859	22,500	1,359	12/31/23	Convertible into Common Stock	Jeffrey Mills	Working Capital
3/21/2023	142,113	135,000	7,113	12/31/23	Convertible into Common Stock	SKO Investments (Controlled by Don Olson)	Working Capital
3/21/2023	26,458	20,000	1,458	12/31/23	Convertible into Common Stock	Greg E Undahl	Working Capital

4/6/23	12,500	25,000	500	n/a	n/a	Full Send Inc (Controlled by Matthew Dill)	Working Capital
4/11/23	30,000	30,000	0	n/a	Convertible into Preferred D Stock	Michael Ocker	Working Capital
4/12/23	55,000	55,000	0	n/a	Convertible into Preferred D Stock	Adam Dean	Working Capital
4/14/23	15,000	15,000	0	n/a	Convertible into Preferred D Stock	Nicholas Hanna	Working Capital
4/26/23	15,000	15,000	0	n/a	Convertible into Preferred D Stock	Matthew Mason	Working Capital
5/19/23	139,935	135,000	4,935	11/19/24	Convertible into Common Stock	SKO Investments (Controlled by Don Olson)	Working Capital
5/22/23	23,304	22,500	804	11/22/24	Convertible into Common Stock	Jeffrey Mills	Working Capital
5/22/23	25,447	25,000	447	11/22/24	Convertible into Common Stock	Greg E Undahl	Working Capital
5/22/23	62,145	60,000	2,145	11/22/24	Convertible into Common Stock	Darvin Habben	Working Capital

5/24/23	51,761	50,000	1,761	11/24/24	Convertible into Common Stock	JAAA Holding Company (Controlled by Neatram Joe Jairam)	Working Capital
5/24/23	51,761	50,000	1,761	11/24/24	Convertible into Common Stock	RSL Associates (Controlled by Randy Narine)	Working Capital
7/19/23	18,000	18,000	0	n/a	Convertible into Preferred D Stock	Michael Chalavoutis	Working Capital
8/2/23	25,000	25,000	333	n/a	n/a	Innovative Venture Partners (Controlled by Matthew Vogel)	Working Capital
8/11/23	35,000	35,000	350	n/a	n/a	Innovative Venture Partners (Controlled by Matthew Vogel)	Working Capital
9/5/23	25,000	25,000	167	n/a	n/a	Innovative Venture Partners (Controlled by Matthew Vogel)	Working Capital
9/11/23	65,000	65,000	0	n/a	Convertible into Preferred D Stock	Michael Ciotta	Working Capital
9/15/23	20,067	20,000	67	3/15/25	Convertible into Common Stock	Daniel Shulman	Working Capital
9/18/23	15,000	15,000	0	n/a	Convertible into Preferred D Stock	Michael Ciotta	Working Capital

9/20/23	15,000	15,000	0	n/a	Convertible into Preferred D Stock	Allen Vogel	Working Capital
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\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

None

#### 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 engaged in the creation, acquisition, development and deployment of ethically engineered healing technologies that have a positive impact. This includes technology that has an impact the macro environmental challenges of our time and health technology that makes quality health care accessible to all people. For the benefit of shareholders, the Company has sold off its Pura Vida Vitamins line of products to focus on its technology portfolio.

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

The Company conducts business through its wholly- and majority-owned subsidiaries, Healixa Capital Corp and Advocate Care, LLC.

C. Describe the issuers' principal products or services.

Company also focuses on clean water through its Eternal Spring™ Deposition Water Harvesting™ technology. Company also owns and operates patient care coordination software and services.

#### 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.

The Company maintains an office presence at 51 Elm St, Huntington, NY 11743 through a lease of \$2,950 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.*

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
DAVID PARKER HOLDINGS LLC	Affiliate (Super Voting)	HOLBROOK, NY	44,667,600	COMMON / PREFERRED C	5.33%	Juliette Parker
MATTHEW DILL	COO	HOLBROOK, NY	219,441,860	COMMON/PREFERRED C	21.41%	DTMWTD LLC
GREENVESTMENTS LLC	Affiliate	HOLBROOK, NY	47,855,716	COMMON	5.71%	Juliette Parker
JOHN LEE	CFO	HOLBROOK, NY	40,000,000	COMMON	4.77%	Owned Through Rates Unlimited LLC
MICHAEL BERG	Affiliate	HOLBROOK, NY	30,000,000 / 60,000**	COMMON / PREFERRED B** / PREFERRED C	3.58%	Owned Through NB Lease LLC

IAN PARKER	CEO	HOLBROOK, NY	731,489	COMMON / PREF C	*%	Owned Through JSK Capital LLC
ROBERT MCGRATH	DIRECTOR	HOLBROOK, NY	6,000,000	COMMON	*%	
RICHARD ALLOWAY	DIRECTOR	HOLBROOK, NY	150,000	COMMON	*%	
MATTHEW VOGEL	DIRECTOR	HOLBROOK, NY	20,000	PREFERRED B	*%	Owned Through Innovative Venture Partners LLC
BRET HEDGES	SVP AND DIRECTOR	HOLBROOK, NY	100	PREFERRED B	*%	
DTMWTD LLC	Affiliate (Super Voting)	Huntington, NY	30,000	PREFERRED C	*%	(Controlled by Matthew Dill, Michael Ber, and Ian Parker)

\*% means less than 1%

\*\* Subject to board review and vesting

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. You may add additional space as needed.

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, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Dennis O’Rouke
Firm:	Moritt, Hock, & Hameroff, LLP
Address 1:	400 Garden City Plaza
Address 2:	Garden City, NY 11530
Phone:	(516) 873-2000

Accountant or Auditor

Name:	Lou Pizzileo, CPA
Firm:	Grassi Advsors & Accountants
Address 1:	50 Jericho Quadrangle, Suite 200
Address 2:	Jericho, NY 11753

Phone: (516) 256-3500  
Email: LPizzileo@grassicpas.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

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.

Name: \_\_\_\_\_ Clifford J. Hunt, Esquire  
Firm: \_\_\_\_\_ Law Office of Clifford J. Hunt, P.A.  
Nature of Services: \_\_\_\_\_ Securities Counsel  
Address 1: \_\_\_\_\_ 8200 Seminole Blvd  
Address 2: \_\_\_\_\_ Seminole, FL 33772  
Phone: \_\_\_\_\_ 727-471-0444  
Email: \_\_\_\_\_ 727-471-0444

**9) Disclosure & Financial Information**

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

Name: **Ian Parker**  
Title: **CEO**  
Relationship to Issuer: **Officer**

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

- IFRS
- U.S. GAAP

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

A. Name: **John Lee**



Title: **CFO**  
Relationship to Issuer: **Officer**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Has served as CFO consecutively for three years. Is versed in GAAP accounting principals and has navigated the company through three years of PCAO audits. Has 25 plus years in the financial industry and is an expert in public market compliance.**

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, Ian Parker certify that:

1. I have reviewed this Disclosure Statement for Healixa 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

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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.

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.

11/20/2024 [Date]

/s/ Ian Parker [CEO's Signature]

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

*Principal Financial Officer:*

I, John Lee certify that:

1. I have reviewed this Disclosure Statement for Healixa 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.

11/20/2024 [Date]

/s/ John Lee [CFO's Signature]

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

**HEALIXA, INC. AND SUBSIDIARIES**  
**FINANCIAL STATEMENTS**

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**HEALIXA, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED  
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