

RETRIEVE MEDICAL HOLDINGS, INC.

A Nevada corporation

376 Main Street, Suite 100
Bedminster, NJ 07921

Telephone: (908) 510-3247

Corporate Website: www.retrievemedical.com
Corporate Email: info@retrievemedical.com

SIC: 5734

QUARTERLY REPORT
For the Period Ending: September 30, 2024
(the "Reporting Period")

As of 9/30/2024, The number of shares outstanding of our Common Stock was: 22,088,236

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

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⁽¹⁾ of the company has occurred during this reporting period:

Yes: No:

(1) "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@stcttransfer.com

Publicly Quoted or Traded Securities:

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 09/30/2024
Total shares outstanding:	22,088,236 as of 09/30/2024
Number of shares in the Public Float ⁽²⁾	100,000 as of 09/30/2024
Total number of shareholders of record:	Approximately 300 as of 09/30/2024

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:

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 09/30/2024
Total shares outstanding:	Zero as of 09/30/2024

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 ⁽¹⁾	Acquisition	Restricted	N/A

3/27/23	Issuance	2,270,535	Common	\$2.60	No	Debt Holders (1)	Debt Conversions	Restricted	N/A
7/26/23	Issuance	5,000	Common	\$1.00	No	Debt Holders (2)	Loan Incentive	Restricted	N/A
QE 9/30/23	Issuance	129,720	Common	\$1.64	No	Debt Holders (3)	Loan Penalty	Restricted	N/A
QE 9/30/23	Issuance	8,580	Common	\$1.74	No	Debt Holders (3)	Interest	Restricted	N/A
QE 9/30/23	Issuance	365,500	Common	\$1.00	No	Shareholders (4)	Cash	Restricted	N/A
QE 12/31/23	Issuance	10,000	Common	\$1.00	No	Debt Holders (2)	Loan Incentive	Restricted	N/A
QE 12/31/23	Issuance	102,040	Common	\$1.98	No	Debt Holders (3)	Loan Penalty	Restricted	N/A
QE 12/31/23	Issuance	5,880	Common	\$2.12	No	Debt Holders (3)	Interest	Restricted	N/A
QE 12/31/23	Issuance	682,000	Common	\$0.50- \$1.00	No	Shareholders (4)	Cash	Restricted	N/A
QE 3/31/24	Issuance	115,880	Common	\$1.65- \$3.70	No	Debt Holders (3)	Loan Penalty	Restricted	N/A
QE 3/31/24	Issuance	5,880	Common	\$1.36	No	Debt Holders (3)	Interest	Restricted	N/A
QE 3/31/24	Issuance	272,778	Common	\$0.50- \$0.90	No	Shareholders (4)	Cash	Restricted	N/A
QE 3/31/24	Issuance	110,000	Common	\$1.00	No	Debt Holders (2)	Loan Incentive	Restricted	N/A
QE 6/30/24	Issuance	114,600	Common	\$2.20- \$5.20	No	Debt Holders (3)	Loan Penalty	Restricted	N/A
QE 6/30/24	Issuance	5,880	Common	\$1.36	No	Debt Holders (3)	Interest	Restricted	N/A
QE 6/30/24	Issuance	56,667	Common	\$0.75- \$1.50	No	Shareholders (4)	Cash	Restricted	N/A
QE 6/30/24	Issuance	15,000	Common	\$1.00	No	Debt Holders (2)	Loan Incentive	Restricted	N/A
QE 9/30/24	Issuance	34,639	Common	\$2.57	No	Shareholders (6)	Cash	Unrestricted	N/A
QE 9/30/24	Issuance	27,000	Common	\$2.20	No	Shareholders (5)	Consultancy	Unrestricted	N/A
QE 9/30/24	Issuance	114,600	Common	\$2.20- \$3.20	No	Debt Holders (3)	Loan Penalty	Restricted	N/A
QE 9/30/24	Issuance	5,880	Common	\$2.20- \$3.20	No	Debt Holders (3)	Interest	Restricted	N/A
QE 9/30/24	Issuance	896,278	Common	\$2.10- \$2.57	No	Shareholders (4)	Cash	Restricted	N/A
Shares Outstanding on 09/30/2024:	Ending Balance: Common: 22,088,236 Preferred: Zero								

Example: A company with a fiscal year end of December 31st 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.

- (1) 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:

Date of Transaction	Number of Shares Issued	Individual/ Entity Shares were issued to
7/26/23	5,000	Hall, Dennis R.
10/6/23	10,000	Perlman, Richard M.
2/15/2024	10,000	Dash, Robert
2/29/2024	100,000	Rose, Louis C.
5/13/2024	10,000	Griffith, Todd
5/13/2024	5,000	Lankford, Jay

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

Date of Transaction	Number of Shares Issued	Individual/ Entity Shares were issued to
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.
1/6/2024	1,280	Perlman, Richard M.
1/31/2024	40,160	Perlman, Richard M.
2/28/2024	40,160	Perlman, Richard M.
3/31/2024	40,160	Perlman, Richard M.
4/30/2024	40,160	Perlman, Richard M.
5/31/2024	40,160	Perlman, Richard M.
6/30/2024	40,160	Perlman, Richard M.
7/31/2024	40,160	Perlman, Richard M.
8/31/2024	40,160	Perlman, Richard M.
9/30/2024	40,160	Perlman, Richard M.

(4) Shares issued under executed subscription agreements:

Date of Transaction	Number of Shares Issued	Individual/ Entity Shares were issued to
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
1/6/2024	10,000	Salem, Eli
2/5/2024	27,778	Dash, Robert
2/15/2024	150,000	Schopp, Michael
2/27/2024	5,000	Deyette, Philip S.
2/29/2024	40,000	Schopp, Michael Jr. & Madeline
2/29/2024	10,000	Poniatowski, Brian
3/31/2024	10,000	Ali, Waqas
3/31/2024	20,000	Michelini, Richard
4/12/2024	26,667	Maderski, James
4/17/2024	5,000	Ali, Waqas
4/29/2024	25,000	Orra David Cope Trust
7/9/2024	30,000	Dash, Robert
7/15/2024	5,000	Christensen, Kenneth
7/15/2024	25,000	Gillespie, Kevin
7/15/2024	90,000	Lionetti, David
7/15/2024	7,133	Lozinski, Andrean
7/15/2024	700	Moore, Caleb M.
7/15/2024	6,667	Renna, Mary Ellen
7/15/2024	44,000	Trisidian Commodities Caribbean Corp.
7/15/2024	300,000	Walzman, Daniel
8/29/2024	10,000	Ruch-Kamgar, Kurosh
8/29/2024	75,000	Orca Gold Developments
8/29/2024	40,000	Humphries, William
9/12/2024	92,778	Dash, Robert
9/30/2024	40,000	Handwerker, Craig
9/30/2024	20,000	Handwerker, Craig
9/30/2024	10,000	Ruch-Kamgar, Kurosh

9/30/2024	100,000	Schopp, Michael
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(5) Shares issued for consultancy:

Date of Transaction	Number of Shares Issued	Individual/ Entity Shares were issued to
9/6/2024	27,000	Curtis, Jeffrey

(6) Shares issued for Regulation CF Offering:

Date of Transaction	Number of Shares Issued	Individual/ Entity Shares were issued to
9/12/2024	3,334	Nickerson, Todd
9/12/2024	4,000	Belger, John
9/12/2024	3,333	Tong, Christopher
9/12/2024	667	Bonaventura, Peter
9/12/2024	800	Neil, Rod
9/12/2024	3,334	Berry, Scott
9/12/2024	1,667	Yang, Phialoung
9/12/2024	1,500	Knouse, Jared
9/12/2024	1,000	Li, Honghao
9/12/2024	1,334	Apostolos, Nicholas
9/12/2024	3,334	McGovern, Terrance
9/12/2024	3,334	Amblee, Ravi
9/12/2024	1,334	Marcotte, Jonathan
9/12/2024	667	Singh, Simranjit
9/12/2024	1,000	Fisher, Carl
9/19/2024	667	Morris, Earl
9/19/2024	1,000	Gigliotti, Anthony
9/19/2024	1,667	Charter, Jordan
9/19/2024	667	Soares-Chan, Cidalia

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) ⁽³⁾	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
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3/21/17	10,000	10,000	10,623	3/21/18	Convertible into Common Stock ⁽¹⁾⁽³⁾	Trius Holdings Limited ⁽⁵⁾	Working Capital
1/10/18	23,000	23,000	21,974	7/9/18	Promissory Note ⁽²⁾⁽³⁾	Mediapark Investments Limited ⁽⁴⁾	Working Capital
1/21/20	100,000	100,000	-0-	1/15/21	Convertible into Common Stock ⁽⁶⁾⁽³⁾	Richard M. Perlman	Working Capital
10/2/20	100,000	100,000	-0-	10/2/21	Convertible into Common Stock ⁽³⁾⁽⁶⁾	Richard M. Perlman	Working Capital
3/31/23	100,000	100,000	-0-	6/30/23	Convertible into Common Stock ⁽⁶⁾⁽³⁾	Richard M. Perlman	Working Capital
9/3/23	20,000	20,000	-0-	10/9/23	Convertible into Common Stock ⁽⁶⁾⁽³⁾	Richard M. Perlman	Working Capital
9/14/23	17,500	17,500	-0-	11/14/23	Promissory Note ⁽²⁾⁽³⁾	Jacob Agai	Working Capital
9/14/23	7,500	7,500	-0-	11/14/23	Promissory Note ⁽²⁾⁽³⁾	Robert S. Barnett	Working Capital
9/26/23	25,000	25,000	-0-	10/26/23	Promissory Note ⁽²⁾⁽³⁾	Dennis Hall	Working Capital
10/17/2023	25,000	25,000	-0-	4/17/2024	Promissory Note ⁽²⁾⁽³⁾	James Noonan	Working Capital
1/8/2024	10,000	10,000	-0-	On Demand	Promissory Note ⁽²⁾	Todd Griffith	Working Capital
1/18/2024	5,000	5,000	-0-	On Demand	Promissory Note ⁽²⁾	Jay Lankford	Working Capital
2/7/2024	10,000	10,000	-0-	4/30/2024	Promissory Note ⁽²⁾⁽³⁾	Robert Dash	Working Capital
2/26/2024	27,900	100,000	-0-	On Demand	Promissory Note ⁽²⁾	Louis Rose	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 of \$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.

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 \$5,900 per month. The lease expires at the end of June 2025.

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	15.90%	N/A
Joerg Klaube	Chief Financial Officer	Brick, NJ	705,008	Common	3.19%	N/A
Mark Rosenberg	Director	Denville, NJ	1,427,704	Common	6.46%	N/A
Jason Pottinger	Director	Oakville, ON Can	335,535	Common	1.52%	N/A
Todd Griffith	Director	Valley, NE	1,068,918	Common	4.84%	N/A
Academic Innovation Partners Inc.	Affiliate	Fountain, CO	1,282,203	Common	5.80%	Corey Park
Richard Perlman	Affiliate	Chicago, IL	2,064,825	Common	9.35%	N/A

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

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person’s involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

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

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers.

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:	lmemelitsa@lucbro.com

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:	nreithinger@eventusag.com

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⁽⁵⁾ 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.

⁽⁵⁾ 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.

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:

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: November 14, 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: November 14, 2024

By: /s/ Joerg Klaube

Title: Chief Financial Officer

RETRIEVE MEDICAL HOLDINGS, INC.
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2024

TABLE OF CONTENTS

	<u>Page</u>
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED):	
<u>Condensed Consolidated Balance Sheets</u>	F-2
<u>Condensed Consolidated Statement of Operations</u>	F-4
<u>Condensed Consolidated Statement of Stockholders' Deficit</u>	F-6
<u>Condensed Consolidated Statement of Cash Flows</u>	F-8
<u>Notes To Condensed Consolidated Financial Statements</u>	F-10

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

	As of	
	September 30, 2024	December 31, 2023
ASSETS		
Current Assets:		
Cash	\$ 11,019	\$ 8,779
Prepaid expenses	5,882	10,340
Total Current Assets	16,901	19,119
Equipment, net	1,988	3,880
Intangible assets, net	51,215	54,821
Total Assets	\$ 70,104	\$ 77,820
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	\$ 850,980	\$ 696,470
Accrued liabilities	2,933,729	2,184,947
Due to related parties	28,460	14,032
Convertible notes payable	447,900	395,000
Notes payable	33,000	33,000
Total Current Liabilities	4,294,069	3,323,449
Liability for patent cost reimbursement	-	2,275
Total Liabilities	4,294,069	3,325,724
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIT		
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, 22,088,236 and 20,313,164 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively.	22,088	20,313

Additional paid-in capital	12,762,480	10,585,903
Accumulated deficit	<u>(17,008,533)</u>	<u>(13,854,120)</u>
Total Stockholders' Deficit	<u>(4,223,965)</u>	<u>(3,247,904)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 70,104</u>	<u>\$ 77,820</u>

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

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	\$ -	\$ -	\$ -	\$ -
Cost of revenue	-	-	-	-
Gross profit	-	-	-	-
Operating expenses:				
General and administrative	505,717	477,871	2,719,716	2,051,183
Total operating expenses	505,717	477,871	2,719,716	2,051,183
Operating loss	(505,717)	(477,871)	(2,719,716)	(2,051,183)
Other expense:				
Interest expense	12,555	16,361	39,337	32,246
Financing cost	94,068	82,986	395,360	175,629
Amortization of debt discount	-	1,202	-	106,460
Total other expenses	106,623	100,549	434,697	314,335
Net loss	\$ (612,340)	\$ (578,420)	\$ (3,154,413)	\$ (2,365,518)
Dividends on preferred stock	-	-	-	40,315

Net loss attributable to common shareholders	<u>\$ (612,340)</u>	<u>\$ (578,420)</u>	<u>\$ (3,154,413)</u>	<u>\$ (2,405,833)</u>
Per share information:				
Weighted average shares outstanding - basic and diluted	<u>21,558,870</u>	<u>19,365,390</u>	<u>20,996,561</u>	<u>13,639,932</u>
Net loss per share - basic and diluted	<u>\$ (0.03)</u>	<u>\$ (0.03)</u>	<u>\$ (0.15)</u>	<u>\$ (0.18)</u>

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

RETRIEVE MEDICAL HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Unaudited)

	RMHI Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance, December 31, 2022	78,363,567	\$ 7,836	\$ 4,855,566	\$ (5,354,554)	\$ (491,152)
Effect of 1 for 200 reverse stock split on February 15, 2023	(77,971,749)	(7,442)	7,442	-	-
Rounding related to reverse stock split	3,140	-	-	-	-
Effect of reverse acquisition on March 27, 2023	16,338,951	16,339	(4,326,292)	3,554,021	(755,932)
Issuance of common stock for conversion of promissory notes, accounts payable and accrued expenses	2,270,535	2,271	-	-	2,271
Accrual of dividend on preferred stock	-	-	-	(40,315)	(40,315)
Net loss	-	-	-	(1,121,151)	(1,121,151)
Balance, March 31, 2023	19,004,444	\$ 19,004	\$ 536,716	\$ (2,961,999)	\$ (2,406,279)
Net loss	-	-	-	(1,787,098)	(1,787,098)
Balance, June 30, 2023	19,004,444	\$ 19,004	\$ 536,716	\$ (4,749,097)	\$ (4,193,377)
Issuance of common stock and warrants for cash	365,500	366	365,134	-	365,500
Shares issued in settlement of accrued interest and dividends	8,670	8	15,113	-	15,121
Issuance of shares/warrants as financing costs	134,720	135	82,852	-	82,987
Net loss	-	-	-	(612,340)	(612,340)
Balance, September, 2023	19,513,334	\$ 19,513	\$ 999,815	\$ (5,361,437)	\$ (4,342,109)

Balance, December 31, 2023	20,313,164	\$	20,313	\$	10,585,903	\$	(13,854,120)	\$	(3,247,904)
Issuance of common stock and warrants for cash	272,778		273		147,727		-		148,000
Issuance of shares/warrants as financing costs	225,880		225		166,322		-		166,547
Shares issued in settlement of accrued interest	5,880		6		7,994		-		8,000
Net loss	-		-		-		(746,883)		(746,883)
Balance, March 31, 2024	20,817,702	\$	20,817	\$	10,907,946	\$	(14,601,003)	\$	(3,672,240)
Stock-based compensation	-		-		960,025		-		960,025
Issuance of common stock and warrants for cash	56,667		57		62,443		-		62,500
Issuance of shares/warrants as financing costs	129,590		130		95,421		-		95,551
Shares issued in settlement of accrued interest	5,880		6		7,994		-		8,000
Net loss	-		-		-		(1,795,190)		(1,795,190)
Balance, June 30, 2024	21,009,839	\$	21,010	\$	12,033,829	\$	(16,396,193)	\$	(4,341,354)
Issuance of common stock and warrants for cash	896,278		896		627,676		-		628,572
Issuance of shares/warrants as financing costs	114,600		115		37,807		-		37,922
Shares issued in settlement of accrued interest	5,880		6		7,999		-		8,005
Issuance of common stock for services rendered	27,000		27		26,997		-		27,024
Shares issued as part of Regulation CF offering	34,639		34		28,173		-		28,207
Net loss	-		-		-		(612,340)		(612,340)
Balance, September 30, 2024	22,088,236	\$	22,088	\$	12,762,480	\$	(17,008,533)	\$	(4,223,965)

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

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

	For the Nine Months Ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (3,154,413)	\$ (2,365,518)
Adjustment to reconcile net loss to net cash used in operating activities:		
Stock based compensation	987,025	957,713
Depreciation and amortization	5,498	4,376
Amortization of debt discount	-	(106,460)
Change in operating assets and liabilities:		
Prepaid expenses	4,458	2,630
Accounts payable	478,426	586,258
Accounts payable - related parties	14,428	-
Accrued liabilities	748,782	149,868
Liability for patent costs reimbursement	(2,275)	(7,500)
Due to related party	-	(68,520)
Net cash used in operating activities	<u>(918,071)</u>	<u>(847,153)</u>
Cash flows from investing activities:		
Cash acquired in reverse merger	-	10,104
Net cash flows provided by (used in) investing activities:	<u>-</u>	<u>10,104</u>
Cash flows from financing activities:		
Net proceeds from issuance of common and preferred stock	811,161	657,500
Proceeds from convertible notes payable	125,000	120,000
Payments on convertible notes payable	(72,100)	-
Proceeds from warrant offering	56,250	-
Proceeds from notes payable	-	70,000
Payments on notes payable	-	(5,750)
Net cash flows provided by financing activities:	<u>920,311</u>	<u>841,750</u>

Net change in cash	2,240	4,701
Cash, beginning of period	<u>8,779</u>	<u>42</u>
Cash, end of period	<u>\$ 11,019</u>	<u>\$ 4,743</u>
Supplemental disclosure of cash flow information		
Conversion of accounts payable and accrued expenses to common stock	<u>\$ -</u>	<u>\$ 280,260</u>
Conversion of notes payable to common stock	<u>\$ -</u>	<u>\$ 235,857</u>
Conversion of notes payable, related party, to common stock	<u>\$ -</u>	<u>\$ 39,424</u>

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

RETRIEVE MEDICAL HOLDINGS, INC.
NOTES TO CONDENSED 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™ 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 condensed 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. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the entire year or for any other subsequent interim period.

Basis of Consolidation

The unaudited condensed 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 \$11,019 and \$8,779 at September 30, 2024 and December 31, 2023, 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 September 30, 2024 and 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 September 30, 2024. 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 condensed 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 condensed 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 three and nine months ended September 30, 2024 and 2023, any equivalents would have been anti-dilutive as we had net losses for the periods then ended.

As of September 30, 2024, the Company had a convertible note with a principal of \$10,000 and accrued interest of \$10,623. 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 10,031 as of September 30, 2024 are not included in the calculation of diluted EPS as their effect would be anti-dilutive.

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 September 30, 2024 are not included in the calculation of diluted EPS as their effect would be anti-dilutive.

Additionally, the Company had a convertible note with a principal of \$20,000. 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. The common stock equivalents as of September 30, 2024 are not included in the calculation of diluted EPS as their effect would be anti-dilutive.

As of September 30, 2024, the Company had 2,816,455 in stock options outstanding which are exercisable at the holders' option, with an exercise price of \$1.34 or \$1.50. These stock options are not included in the calculation of diluted EPS for the periods presented 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 November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The ASU expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. All disclosure requirements under ASU 2023-07 are also required for public entities with a single reportable segment. The ASU is effective on a retrospective basis for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company is currently evaluating the impact of adopting this ASU on its consolidated financial statements and disclosures.

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 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.

All other newly issued but not yet effective accounting pronouncements have been deemed to be not applicable or immaterial to the Company.

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 September 30, 2024, the Company had an accumulated deficit of \$17,008,533 and a working capital deficiency of \$4,277,168. During the three and nine months ended September 30, 2024, the Company incurred a net loss of \$612,340 and \$3,154,413, respectively, and used cash in operating activities of \$918,071 during the nine months ended September 30, 2024. As of September 30, 2024, the Company had cash of \$11,019. 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 condensed consolidated financial statements have been prepared in conformity with U.S. 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 condensed consolidated financial statements do not necessarily represent realizable or settlement values. The unaudited condensed 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.

University of Missouri and University of Illinois

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:

Period:	Amount
Remainder of 2024	\$ 2,500
2025	\$ 2,500

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 September 30, 2024	(18,369)	(7,415)
	<u>\$ 23,855</u>	<u>\$ 27,360</u>
For the following periods:		
Remainder of 2024	\$ 528	\$ 1,846
2025	2,111	3,478
2026	2,111	3,478
2027	2,111	3,478
Thereafter	16,994	15,080
Total amortization	<u>\$ 23,855</u>	<u>\$ 27,360</u>

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. A total of \$166,675 of accounts payable - related parties was settled with the issuance of 486,538 shares of Peak’s common stock. This amount represented accounts payable to an entity controlled by our former sole officer and director for financial services such entity incurred on behalf of the Company. As of September 30, 2024 the company had \$0 in accounts payable – related parties. 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 \$12,510 and \$12,150 outstanding on September 30, 2024 and December 31, 2023, 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 \$18,351 and \$1,101 due Strategy as of September 30, 2024 and December 31, 2023, respectively.

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 September 30, 2024 and December 31, 2023, the total accrued interest owed under this note was \$10,623 and \$9,543, respectively. 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 matured 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 September 30, 2024 and December 31, 2023, the total accrued interest owed under this note was \$21,974 and \$19,488, respectively. 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. As of September 30, 2024, the two notes are in default and the Company is working with the noteholder to repay or extend the note.

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 to the lender, we issued 100,000 Retrieve common shares and 300,000 warrants, exercisable at \$1.40 during five years. As of September 30, 2024, 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 September 30, 2024, 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.

On October 17, 2023, the Company issued a non-interest-bearing promissory note totaling \$25,000, maturing April 17, 2024. 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.

During the nine months ended September 30, 2024 the Company issued four non-interest-bearing promissory notes totaling \$125,000. The notes carry an on-demand maturity date. During the nine months ended September 30, 2024, the Company paid \$72,100 toward the principal balances of the notes.

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 September 30, 2024.

Stock Subscriptions

During the nine months ended September 30, 2024, we received cash in the amount of \$782,989 for subscriptions for Retrieve's common stock and warrants from accredited investors, pursuant to which we issued 1,225,723 common shares and 322,448 warrants for the purchase of Retrieve common stock. The warrants for the purchase of common shares are exercisable over 5 years at \$2.00 per share. Additionally, the Company issued 17,640 shares for payment of interest and 470,080 shares for loan incentives and 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.

During the three months ended September 30, 2024, the Company issued 27,000 shares of common stock to a consultant for services rendered during the period.

2024 Regulation Crowdfunding Offering ("Reg CF")

During the three months ended September 30, 2024 the Company raised \$46,958 from a Reg CF. The Company issued 34,639 shares of common stock in connection with the offering. Paid offering expenses of \$18,785 for net proceeds of \$28,173.

NOTE 7 –WARRANTS AND STOCK OPTIONS

Peak Options

No stock options were granted by Peak during the nine months ended September 30, 2024.

The following is a summary of outstanding Peak stock options issued to employees and directors as of September 30, 2024:

	<u>Number of Options</u>	<u>Exercise Price per Share</u>	<u>Average Remaining Term in Years</u>
Outstanding September 30, 2024	<u>2,691,455</u>	<u>\$ 1.50</u>	<u>3.75</u>
Exercisable, September 30, 2024	<u>2,691,455</u>	<u>\$ 1.50</u>	<u>3.75</u>

The following is a summary of outstanding stock options issued to non-employees, excluding directors, as of September 30, 2024:

	<u>Number of Options</u>	<u>Exercise Price per Share</u>	<u>Average Remaining Term in Years</u>
Outstanding September 30, 2024	<u>125,000</u>	<u>\$ 1.34</u>	<u>3.75</u>
Exercisable, September 30, 2024	<u>125,000</u>	<u>\$ 1.34</u>	<u>3.75</u>

There was \$987,025 and \$957,713 equity-based compensation for the nine months ended September 30, 2024 and 2023, respectively, and \$27,000 and \$545,328 for the three months ended September 30, 2024 and 2023, respectively.

During the three months 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.

During the three months ended September 30, 2024, the Company issued 75,000 warrants to two stockholders. The warrants were valued using the Black-Scholes valuation model with the following assumptions: stock price \$0.923; exercise price \$2.00; maturity 5 years; risk-free rate 4.75%; dividends none; and annualized volatility 65%.

Unrecognized stock compensation expense in form of unamortized options grants as of September 30, 2024 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.

Approval of the 2024 Stock Plan

Retrieve Holdings, by majority shareholder consent, on March 7, 2024 approved a 2024 Stock Plan which authorizes up to 5,000,000 shares to be issued pursuant to stock options and stock rights.

NOTE 8 –SUBSEQUENT EVENTS

Management evaluated subsequent events and transactions that occurred after the balance sheet date, up to the date that the unaudited condensed consolidated financial statements were issued. Management did not identify any subsequent events that would have required adjustment or disclosure in the unaudited condensed consolidated financial statements.