Vestiage, Inc.

A Florida Corporation

QUARTERLY REPORT
PURSUANT TO RULE 15c2-11(a)(5)

FOR THE QUARTER ENDED: September 30, 2014

*THIS STATEMENT HAS NOT BEEN FILED WITH THE FINRA
OR ANY OTHER REGULATORY AGENCY

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All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the *Guidelines for Providing Adequate Current Public Information* provided by PinkSheets, LLC.

1) Name of the Issuer and its Predecessors (if Any)

Vestiage, Inc. ("Vestiage" or "the Issuer") was originally incorporated under the laws of the State of Florida on May 24, 1995 under the name Power Phone, Inc. The Company changed its name several times during its history as its business changed, including Harvard Learning Centers, Inc. (2007), Americas Learning Centers, Inc. (September 14, 2007); Hackett's Stores, Inc. (December 18, 2008 until July 1, 2009, and again July 31, 2009 until May 28, 2010); Harbor Brewing Company, Inc. (July 1, 2009); Wisebuys, Inc. (May 28, 2010) and Empire Pizza Holdings, Inc. (December 20, 2010).

On January 21, 2013, the Issuer acquired Vestiage, Inc., a Delaware Corporation ("Vestiage-Delaware") as its operating business by way of a stock for stock exchange with what was then Empire Pizza Holdings, Inc. Pursuant to the agreement, the Issuer acquired securities of Vestiage-Delaware from the shareholders of Vestiage-Delaware in consideration for shares of the Issuer. Vestiage-Delaware remains the wholly owned operating subsidiary of the Issuer; there was no change to the legal structure of the Issuer. Upon completion of the transaction, on February 18, 2013, the name of the Issuer was changed to Vestiage, Inc.

2) Address of the Issuer's Principal Executive Offices

2901 West Coast Highway, Suite 200
Newport Beach, CA 92623 USA
Phone: (949) 258-4404
www.vestiageinc.com

3) Security Information

The following sets forth the material terms of the Company's securities. However, a more detailed description of our securities is contained in the Company's Articles of Incorporation.

The exact title and class of securities outstanding.

Title	Class	CUSIP No.	Symbol
Common Stock	n/a	92548W 105	VEST

Common Stock

The Articles of Incorporation of the Issuer authorize the issuance of an unlimited number of shares of common stock, without par value. As of the date of this report, the Company had 500,000,000 shares of common stock authorized with 55,558,235 issued and outstanding and 14,192,623 freely tradable shares in the public float. These shares are held by approximately 834 shareholders of record and the Company estimates by more than 2,000 beneficial owners.

Holders of common stock are entitled to one vote per share on all matters to be voted on by the stockholders. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor. In the event of a liquidation, dissolution, or winding up of the Company, the holders of common stock are entitled to share ratably in all of our assets which are legally available for distribution after payment of all debts and other liabilities and liquidation preference of any outstanding stock.

Holders of our common stock have no preemptive rights to purchase common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock. The outstanding shares of common stock are validly issued, fully paid and non-assessable.

Preferred Stock

The Company has no outstanding Preferred Stock. The Articles of Incorporation of the Issuer do authorize the issuance of 20,000,000 shares of preferred stock. The Company previously had issued a Series A Preferred Stock and a Series B Preferred Stock. All shares of these classes of stock have been cancelled.

Convertible Notes

During the third quarter 2014, the Company issued 3 Convertible Notes (the "Notes") providing $130,000 in gross proceeds to certain accredited and/or qualified investors (the "Note Holders"). As of September 30, 2014, the Company had issued $1,745,000 in Convertible Notes.The general terms of the Notes are as follows: three year term, interest at 7.5% payable quarterly, convertible into Common Shares at $0.25 or $0.35 per share, subject to significant restrictions and limitations upon conversion related to the sale of the underlying Common Stock. These restrictions and limitations include Time, Volume and "Stand Still" restrictions. The Note Holders may not sell more than 25% of shares converted in any 30 day period post conversion. They may not offer for sale, hypothecate, or sell more than 15% of the average daily volume for the previous 30 trading days in any circumstance. They may not sell any stock for 180 days after the Effective Date of a Registration Statement.

Options

As of September 30, 2014, the Company has 2,610,282 outstanding stock options of which 2,363,059 are fully vested. These options were issued in conjunction with certain agreements with employees and other parties. All options expire ten (10) years from issue date and are listed as follows:

Name	Number of Options	Date Issued	Vested Amount	Exercise Price per share
Garrett Heiser[1]	300,000	9/16/13	300,000	$0.25
	130,835	1/2/14	130,835	0.95
	680,000	2/10/14	680,000	0.95
Jeffrey Goulding[2]	800,000	2/10/14	800,000	0.95
	25,000	4/1/14	25,000	0.80
	25,000	1/2/14	25,000	0.95
	25,000	9/15/2014	25,000	.39
Scott Kimball[1]	174,447	1/2/14	174,447	0.95
Laura Stall[3]	150,000	2/3/14	150,000	0.95
	100,000	5/15/14	13,889	0.60
James Ninness[3]	100,000	3/19/14	19,444	0.68
Doreen Wiley[3]	100,000	3/19/14	19,444	0.68
Total	**2,610,282**		**2,363,059**	**$0.85[4]**

1. Officer and director of the Company
2. Independent director of the Company.
3. Employee of the Company.
4. Weighted Average Price Per Share

Warrants

As of September 30, 2014, the Company had issued outstanding warrants to purchase up to 1,140,499 shares of common stock at an exercise price of $1.00 per share. 509,999 of these warrants were issued in the nine months ended September 30, 2014. All warrants expire five (5) years from issue date and are listed as follows:

Name	Number of Warrants	Issue Date	Price per share
Thomas Youngerman[1]	355,500	12/12/13	$1.00
Gregory Cynaumon	250,000	3/1/14	1.00
Gregory Cynaumon	83,333	2/20/14	1.00
Zues Peleuses	83,333	2/20/14	1.00
Tucker Peleuses	83,333	2/20/14	1.00
Gregory Smith[2]	80,000	8/30/13	1.00
	33,000	12/12/13	1.00
Ghassem Arabian-Khoshkhou[2]	80,000	8/30/13	1.00
Bob Arabian	12,000	12/12/13	1.00
David Sease[2]	40,000	8/30/13	1.00
Zachary Sease	15,000	12/12/13	1.00
Finance 500, Inc.	15,000	12/12/13	1.00
Arthur J. Heiser[3]	5,000	6/3/14	1.00
Clayton Heiser[3]	5,000	6/3/14	1.00
Total Warrants	**1,140,499**		**$1.00[4]**

1. Warrants were issued in exchange for cancellation of same number of shares
2. Warrants were issued as per agreement in relation to the acquisition of RegiMEN Investments LLC.
3. Warrants issued for services.
4. Weighted average price per share

In December 2013, an employee of the Company exchanged 355,500 shares of common stock with 355,500 warrants to purchase shares of common stock at a price of $1.00 per share. The Board of Directors deemed this exchange to be in the best interests of the Company and approved the exchange. The Company cancelled the common stock received from the executive. The employee is no longer employed by the Company.

Dividend Policy

The Company has not paid or declared any dividends on the common stock to date, and does not intend to do so in the near future. The Company currently intends to use all profits to further the growth and development of the Company.

Adequate Current Public Information

The Company intends to publish such financial and other information as would qualify as Adequate Current Public Information under U.S. Federal and State Securities Laws. This information will be published with the OTC Disclosure and News Service, operated by OTC Markets Group, Inc.

The name and address of the transfer agent.

Securities Transfer Corporation
2591 Dallas Parkway, Suite 102, Frisco, TX 75034
Phone: (469) 633-0101
Fax: (469) 633-0088
www.stctransfer.com

Securities Transfer Corporation is registered with the Securities and Exchange Commission as its appropriate regulatory authority ("ARA").

4) Issuance History

During the third quarter of 2014, the Company issued the following securities:

On September 3, 2014, we issued 75,721 shares of common stock to Dara Torres pursuant to her amended endorsement agreement with the Company valued at $30,000. These shares were issued in a private transaction pursuant to Section 4(2) and Rule 506 promulgated thereunder, and were issued with an appropriate restrictive legend.

5) Financial Statements

The following financial statements are included herein, beginning on page F-1:

- Vestiage, Inc. Balance Sheet as of September 30, 2014.
- Vestiage, Inc. Statement of Operations for the Quarter Ended September 30, 2014.
- Vestiage, Inc. Statement of Cash Flows for the Quarter Ended September 30, 2014.
- Vestiage, Inc. Notes to the Financial Statements

Management's Discussion and Analysis

Forward-Looking Statements

Statements about our future expectations are "forward-looking statements" within the meaning of applicable Federal Securities Laws, and are not guarantees of future performance. When used herein, the words "may," "will," "should," "anticipate," "believe," "appear," "intend," "plan," "expect," "estimate," "approximate," and similar expressions are intended to identify such forward-looking statements. These statements involve risks and uncertainties inherent in our business, including those set forth under the caption "Risk Factors," above, elsewhere in this Prospectus, and in other filings with the SEC, and are subject to change at any time. Our actual results could differ materially from these forward-looking statements. We undertake no obligation to update publicly any forward-looking statement.

Recent Business Results

During the third quarter of 2014, the Company:

- Recorded revenue of $171,790 versus $2,545 in the same quarter 2013.
- Achieved a 66% gross margin versus none in 2013.
- Decreased operating expenses over the same period in 2013.
- Increased inventory over the same period in 2013.

- Launched the new RegiMENLife.com website.
- Extended and amended the Employment Agreements with the Company CEO and COO.
- Secured short term loans.
- Began the process of securing accounts recievable funding.
- Continued to optimize the Company's advertising in the direct response channel.
- Began the process of preparing for expected orders from major national specialty, grocery, and drug stores.
- Reduced advertising expenses and shifted capital to the production of inventory in order to fill orders in the retail channel.
- Additional purchase orders from a national grocery retailer were received late in the third quarter and therefore will be recognized in the fourth quarter.
- The Company continued to experience good customer retention in the direct response channel and as a result, the ratio of direct response revenue to direct response media spend was significantly higher than in the previous two quarters.
- Continued to work with its auditors to complete its audit in order to prepare the Company to become a fully reporting company. The Company's audit was subsequently completed in the fourth quarter.
- Continued to work with its securities counsel to prepare the Company to become a fully reporting company and apply for a listing on a more senior exchange as soon as practical.

Orders from retailers that were placed late in the third quarter were shipped at the beginning of the fourth quarter at the request of the customer and will therefore be recognized in the fourth quarter. These orders were materially significant in size.

Historical Company Information

In 2012, Vestiage utilized its resources primarily to obtain a distribution agreement from Invitrx Therapeutics, Inc and perform R&D and channel testing to determine the most lucrative, expedient and profitable channels in which to sell the Reluma product. Further, Vestiage created the Monterey Bay Nutraceuticals brand at this time.

In mid 2012, Management began discussing the creation of a nutraceutical line with senior members of Robinson Pharma management. Management had already been in discussions with a key ingredient provider about providing some of its patent protected ingredients to a Vestiage owned line that would be highly potent and effective and that would be manufactured at Robinson Pharma. Both Robinson Pharma and the ingredient provider have been familiar with one another previously and both were agreeable to working with one another and Vestiage to create the products for Monterey Bay Nutraceuticals. This collaboration resulted in the creation of three initial products aimed at the premium healthy aging market and addressed several of the higher demand conditions desired by the Company's target customer . These products are natural and utilize novel combinations of ingredients from the ocean and botanicals in concentration levels that are sufficient to have a positive and recognizable impact on the human body according to existing clinical research. These products are now under the Monterey Bay Nutraceuticals brand and called "Calm and Collected", "Trim and Energized", and "Skin Health". Subsequenet to this work the Company has added 4 additional SKU's to the line and has scheduled the launch of the line for the first quarter of 2015. The Monterey Bay Nutraceuticals brand is owned 100% by Vestiage. Distribution of these products is expected to be accomplished similarly to the Company's existing distribution of its RegiMEn brand (see below).

On May 31, 2013, the Company signed a multi-year exclusive endorsement contract with Olympic champion and celebrity athlete Dara Torres. The agreement calls for Torres to represent Vestiage as a company, and its products and brands. Further, it provides an option for Vestiage to launch a Dara Torres "signature" line of supplements before the end of 2015. Management believes that this is advantageous to the Company as Vestiage would own the brand and pay Torres a royalty. The Company began the early stages of R&D for the brand at this time. Torres also joined the Company's advisory committee at this time.

In early 2013 Vestiage began its Healthy Aging Acquisition Program. The first acquisition that the Company made as a part of this program was RegiMEN™ which closed on August 30, 2013. RegiMEN™ is a male focused healthy aging supplement brand. Since the acquisition, the Company has rebranded the line, added a key product, re-launched the brand in direct response and began investing in a retail expansion of the brand. . National radio advertising commenced for the brand on January 13, 2014.

On September 30, 2013 the Company received a funding commitment and subsequently received funding related to a Convertible Note in the amount of $500,000. In summary, the terms of the Note are 3 years, 7.5% interest, paid quarterly, and convertible into common shares subject to substantial restrictions upon sale, including a "Stand Still" clause, as well as other time and volume restrictions.

On September 30, 2013 the Company agreed to acquire two trademarks, "Shave Clean" and "Face Guard" in exchange for a 7.5% interest only 3 year convertible note with a face value of $500,000. The Company has begun the R&D to launch a brand featuring these trademark assets.

The Company and its advisory committee continue to actively review potential acquisition targets for Vestiage. Management intends to leverage the Vestiage "platform" to rapidly acquire healthy aging brands and other assets that fit the Vestiage philosophy of using the latest advanced science and ingredients to create, distribute, market and sell brands that help people extend an active and beautiful life.

Management assumes that it will be able to acquire operating companies through a combination of cash and stock and accelerate the sales and distribution of the acquired brands through its financial and other resources. The ability to close on these transactions is dependent upon many factors outside Management's control, including, but not limited to, the financing environment and the ability of the Company to borrow against the cash flow and/or assets of target companies, the price and volume of the Company stock, and the willingness of sellers to accept the Company's common stock as a component of the purchase price. There can be no assurance that the Company will be able to close any acquisitions. Further, the Company relies upon continued financing to provide it with the ability to market its RegiMEN brand and prepare for the launch of additional brands and products. Should the Copany not be able to secure additional funding, the stability of the Company and its ability to grow or remain viable will be severely negatively impacted.

Results of Operations

The Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2013

Revenues

During the nine months ended September 30, 2014 and 2013, our revenues were as follows:

	Nine Months Ended September 30,		Increase	Percentage Increase
	2014	2013	(Decrease)	(Decrease)
Revenues	$ 567,112	$ 3,769	$ 563,343	14947%
Cost of Sales	(236,565)	(5,222)	(231,343)	4430%
Gross Profit	$ 330,547	$ (1,453)	$ 332,000	n/a

From the nine months ended September 30, 2013 to the same period in 2014, revenues increased 14,947% or $563,343, and gross profit increased by $332,000 from a gross loss in 2013. Between 2013 and 2014, we acquired the Vestiage operating business and began to implement our overall business plan. The proportionate increases in both revenues and costs of sales represent our business achieving its first significant sales revenues since the acquisition. We anticipate that both revenues and costs of sales will continue to rise; however, we have no basis to predict whether these increases will lead to higher gross profits.

Expenses

During the nine months ended September 30, 2014 and 2013, our operating expenses were as follows:

	Nine Months Ended September 30,		Increase	Percentage Increase
	2014	2013	(Decrease)	(Decrease)
Operating Expenses				
Salaries - officers	$ 175,667	$ 75,300	$ 100,367	133%
Advertising and promotion	630,906	7,935	622,971	7851%
Consulting	126,820	5,784	121,036	2093%
General and administrative	1,090,785	109,428	981,357	897%
Non-cash stock-based compensation	3,593,197	1,463,410	2,129,787	146%
Total Operating Expenses	5,617,375	1,661,857	3,955,518	238%
Loss from Operations	$ (5,286,828)	$(1,663,310)	$(3,623,518)	218%

From the nine months ended September 30, 2013 to the same period in 2014, total operating expenses increased by 238% or $3,955,518. This increase is primarily due to significant stock-based, non-cash expenses booked to consulting incurred in the first quarter, in addition to the expenses involved in implementing our business plan, with a significant increase in advertising and general and administrative expenses. We believe that the majority of the consulting expenses incurred in the first quarter were not recurring, and we should only incur similar expenses for specific engagements. We anticipate that

expenses other than consulting will continue to generally increase commensurate with the ramping up of our operating business.

Our net loss from operations also increased by 218% or $(3,623,518) from the prior year of which $3,593,197 was stock-based, non-cash expense. We believe this increase is primarily due to significant expenses related to implementing our business plan in the first quarter, including the launch of the RegiMEN brand on national media, non-cash stock-based consulting expenses and general and administrative expenses. While we strongly believe that our sales revenue will close the gap and therefore decrease our net loss, we cannot predict how soon our revenues will surpass expenses and lead to net profits, if at all. We have worked diligently to lower operating expenses and position the Company to achieve positive cash flow as soon as possible as our revenues increase. We believe we may still have net losses in the fourth quarter 2014, but anticipate that the ratio of losses to revenues will significantly decrease.

Liquidity and Capital Resources

Our capital requirements are principally related to our efforts to increase inventory, market our brands to new and existing markets, and generally implement our business plan. Our cash balance as of September 30, 2014 was $17,971. Subsequent to this date the Company has successfully received accounts recievable financing that should assist with the Company's cash flow, and the Company has successfully raised additional investment capital. The Company is also in discussions with a professional investment firm to provide it with purchase order financing which, if approved, would significantly reduce the Company's need for additional investment capital in order to fill orders from retailers. There is, however, no assurance that the Company will continue to receive orders from retailers.

As of September 30, 2014, the Company's current liabilities exceeded current assets by $225,701. Accordingly, we have a working capital deficit that will require significant funds from either operational revenue or additional financing efforts. In 2013, we raised a total of $1,200,000 in debt financing and $363,297 from the sale of common stock in various private transactions, net of repurchases. However, most of this financing has already been used in the acquisition of the RegiMEN brand, the development, marketing, and advertising of our brands, inventory, and in other investments in our business.

Due to our reduction in operating expenses, recent improvement in sales to retailers, new capital received by the Company and the previously mentioned accounts recievable financing that has been put in place, we believe that we have sufficient capital to operate the Company on a cash flow positive basis with increased sales volume. In order for us to launch an additional brand or increase advertising and marketing above current levels, the Company will need additional investment capital or financing which it is currently pursuing. Our business plan involves significant growth of our brands, which we believe will be required to achieve a stable market hold and sustainable, long term profitability. The Company is continuing to pursue working capital and additional revenue through various financing sources. There is no assurance that any of our planned activities will be successful.

Off-Balance Sheet Arrangements

None.

6) The Issuer's Business, Products and Services.

Corporate History

Vestiage, Inc., is a Florida corporation publicly traded on the OTC Pink market under the symbol "VEST" ("Vestiage" or the "Company"). Through our operating development stage subsidiary Vestiage, Inc., a Delaware corporation (Vestiage Delaware), we are in the business of consumable science-based anti-aging consumer products.

Vestiage was formed as a platform anti-aging/healthy aging company by private equity and consumer products executives, in conjunction with key industry partners from the nutraceutical and ingredient science communities. The Company creates, markets, distributes and acquires high margin consumables that are based upon the latest science. The Company's assets are consumer products in the cosmeceutical and nutraceutical industry. Our target demographic is the premium and prestige anti-aging/healthy aging consumer. Distribution is accomplished through multiple channels. The current brand assets owned by Vestiage are RegiMEN™, a complete anti-aging supplement system targeting men over 40; and Monterey Bay Nutraceuticals™, a female-focused nutraceutical brand utilizing patented botanical and marine ingredients. The Company also owns the rights to the Dara Torres signature line of performance oriented supplements for the very active woman which is currently in early R&D. Vestiage owns intellectual property associated with these brands (excluding Reluma), including formulae and patents, images, pending patents, technology, URL's, and registrations and trademarks.

The Company was originally incorporated under the laws of the State of Florida on May 24, 1995 under the name Power Phone, Inc. The Company changed its name several times during its history as its business changed, including Harvard Learning Centers, Inc. (2007), Americas Learning Centers, Inc. (September 14, 2007); Hackett's Stores, Inc. (December 18, 2008 until July 1, 2009, and again July 31, 2009 until May 28, 2010); Harbor Brewing Company, Inc. (July 1, 2009); Wisebuys, Inc. (May 28, 2010) and Empire Pizza Holdings, Inc. (December 20, 2010).

On January 21, 2013, the Company (then Empire Pizza Holdings, Inc.) acquired Vestiage Delaware as its operating business. The management of Vestiage Delaware were appointed the new management team of Vestiage, Inc. Pursuant to the agreement, the Company acquired 100% of the equity of Vestiage Delaware from the shareholders of Vestiage Delaware in consideration for shares of the Company. Upon completion of the acquisition, on February 18, 2013 the name of the Company was changed to Vestiage, Inc.

Introduction

Vestiage acquires, markets, creates and distributes the latest science-based, effective, healthy aging and healthy living nutraceutical brands. The initial product in the brand portfolio was Reluma, a facial care line created by human stem cell scientists in the USA and distributed by Vestiage through a 5 year distribution agreement with the manufacturer which allows Vestiage broad distribution rights both geographically and in multiple channels. This product line is currently being sold through dermatologists, estheticians, plastic surgeons, and prestige spas and salons. Vestiage also utilizes its own website, www.RelumaSkinCare.com and leverages other e-Commerce websites, social media communities, and digital advertising such as Google AdWords to sell the product. Because the Company does not own the Reluma brand, it has ceased to invest in the marketing and sales of the brand and intends to discontinue the brand as an offering in the near future.

On August 30, 2013, the Company acquired the assets of RegiMEN™ Investments LLC, the owner of the RegiMEN™ supplements brand. The acquisition was completed as an asset purchase in consideration for

554,500 shares of stock in Vestiage, Inc. and a note in the amount of $125,000 which was repaid in 2013. The Company also issued a Warrant for 200,000 shares to CJK Securities subject to the engagement agreement signed by the Company in the second quarter of 2013 with CJK. CJK was the investment banker who handled the RegiMEN™ transaction. On October 8, 2013 Vestiage paid the $125,000 Acquisition Note in full and the Note has been cancelled.

During the fourth quarter of 2013 the Company contracted for marketing studies and brand positioning and advertising concepts for the brand. In the first quarter of 2014 the Company launched the RegiMEN brand in both the Direct Response channel and the retail channel. A national radio campaign led by ROI Media Direct was launched on January 13, 2014. Sales in the retail channel were almost 400% higher in the first quarter of 2014 than in the fourth quarter of 2013. Sales in the first quarter from direct response were the first sales in that channel for the brand, and were responsible for almost 50% of the Company's overall revenue in the first quarter of 2014.

Company management believes that the strategy of selling into both the direct response and retail channel have synergies in advertising, fulfillment and production. Direct response provides the Company with the ability to realize revenue quickly from sales and to "tag" retailers in the advertising on a national scale. Management believes that a higher valuation for the brand, and therefore the Company as a whole, will be the result of having an expanding and eventually strong presence at retail stores nationally.

Vestiage has performed materially significant R&D work to launch a new line of premium branded anti-aging nutraceuticals. Vestiage has completed the formulation of the first SKUs offered by the nutraceutical line with the assistance of a California-based laboratory and contract manufacturer and has tested and chosen "workhorse ingredients" for the line from ingredient manufacturers. The collaboration between Vestiage, production partners, ingredient suppliers, and media partners leads Vestiage management to believe sales and distribution of the nutraceutical line could begin as early as January 2015 subject to the necessary funding from investors. One of the Company's production laboratories produced the initial sample and testing batch of product for this brand and delivered it in early 2014. Since thenm the Company has rebranded and repackaged the line, and added a key "leading product" which contains a patented ingredient with a clinical study supporting claims that the Company intends to make for the product. The distribution of the nutraceutical line is expected to be primarily through the Company's direct response channel for the intitial 3-6 months and then through direct sales to retailers through the Company whom also utilizes a network of brokers and distributors to major national grocery, drug, and specialty retailers nationally. The Company began showing the brand to retailers in 2014 to get initial comments and indications of interest. Certain advisory committee members of Vestiage have contracts in place to assist with the sales of the nutraceuticals line due to their historical experience with buyers at key retailers and with substantial distributors of natural supplements. The line is named Monterey Bay Nutraceuticals™. Management expects to utilize Olympian Dara Torres and others in the promotion of the brand.

Future Brands and Products

The Company owns several trademarks and other intellectual property assets for brands o products that have yet to be launched. The Company believes that these assets are valuable and in intends to launch them in the future subject to capital availability.

At any time the Company may be involved in various stages of negotiations with potential brand or company acquisitions. There can be no assurance that any of the acquisitions or future brands or products contemplated herein or currently under discussion will occur.

Business Strategy

Management of Vestiage believes that research shows that the healthy aging and healthy living or anti-aging markets are growing and consolidating. Recent transactions also show strong multiples for certain brands in the Company's category. The Company intends to grow its business in two ways: First, organically by expanding the sales and distribution of the brands it currently owns and/or distributes, and second, by acquiring existing brands that fit the Company's mission and vision, philosophy and culture.

Management believes that the consumers approach to healthy aging is merging "outside in" and "inside out". "Outside In" includes cosmetic procedures (facelifts, etc.), physician provided applications such as Botox, cosmeceuticals which are over the counter products with science-based ingredients (such as the Company's Reluma brand), and traditional moisturizers and creams. "Inside Out" anti-aging products include healthy diets, basic vitamins and supplements, and nutraceuticals which are science-based over the counter products often targeting specific ailments (i.e. joint, heart, menopause, weight management, energy, digestion, mood, etc.). Management believes that there is value in having science and clinical results behind a product or its ingredients and that this can lead to a higher level of consumer adoption, trust and loyalty. The Company believes that as it grows and builds a portfolio of intellectual property and clinical results behind its products and brands while expanding sales and distribution, the value of the brands and therefore the overall Company will be maximized.

Management believes that consumers of healthy aging/anti-aging products are demanding, and willing to pay for, products that they perceive are safe and utilize ingredients that may be patented and/or have some research or clinical studies indicating that they are effective. Evidence shows that these consumers and more physicians and medical/healthcare professionals are increasingly demanding natural solutions to their health issues, that they are becoming more aware of the potential dangers of long term use of pharmaceuticals, and that this is driving demand in the vitamin/supplement arena.

Vestiage is focused on the premium and prestige healthy aging/anti-aging consumer and is consistently exploring and researching new ingredients and novel ingredient combinations to bring attractive products to this segment of the consumer market. We utilize our team and our partners to create, acquire, market and distribute brands targeted at this specific consumer and endeavor to bring to market potent products formulated in partnership with physicians and other experts.

The company's products are appropriate for sale through a broad set of wellness centers, practitioners offices, retailers, online, select e-commerce sites, health food and grocery stores, drug stores, spas, salons, gyms, resorts, and on radio and television using direct response media.

Our Strategy:

- Expand sales of select products for television, radio and other direct sales.
- Add new customers and distributors in select health food/grocery retail segment.
- Approach consumer through multiple channels including direct response, retail, digital and social media channels.
- Utilize the latest, most compelling research and ingredients in products by partnering with physicians, scientists, research facilities, and other organizations working with ingredient discovery and ingredient combinations that can be utilized in the anti-aging and longevity arena.
- Establish the effectiveness of our products through clinical studies when feasible.
- Acquire existing brands in both the cosmeceutical and nutraceutical businesses as financing is available.

- Comply with FDA and FTC rules, regulations, and guidelines.
- Take advantage of the tightening regulatory landscape - utilize the latest clinically proven science and large, well known partners for formulation, ingredients, production, and distribution.
- Take advantage of the R&D, production, marketing, manufacturing other synergies found in the ownership of brands under one parent.
- Leverage celebrity/athlete/personality endorsement agreements in advertising and publicity to assist in the sale of product where appropriate.

The Vestiage team is well equipped to utilize this public company platform vehicle to expand the businesses brands and distribute, market, sell, create, and acquire other healthy aging/anti-aging brands over time, taking advantage of the synergies this affords, and build and operate a company focused on the highest "in demand" product solutions desired by the health conscious consumer. Many of the associated advisors and shareholders of the Company have worked at public companies, both large and small, and have current and existing relationships with, or work for, distributors or manufacturers of supplements and other personal care or other consumer products. Of particular note is the experience that Management and the advisors have in mergers and acquisitions. Vestiage believes that much of the value of the Company resides in its management and the team of advisors and shareholders it has been successful in attracting to create a platform in the healthy aging/anti-aging arena to acquire brands, the intellectual property created and acquired by the Company to date, the initial success of the direct response and retail sales of RegiMEN since the acquisition of the brand at the end of the third quarter 2013, and the in-process pipeline of new, premium branded products the Company has in R&D and intends to launch in the future.

Products and Services

Vestiage is dedicated to providing consumers with some of the latest scientifically developed, healthy aging products, to provide potent and effective products so that human beings are utilizing a product set that works.

Vestiage's current key product is RegiMEN™ Male Healthy Aging Supplements.

RegiMEN™: RegiMEN™ was acquired on August 30, 2013 for several reasons. The four most significant reasons are the following:

- First, formulations were created and selected by a Board Certified Cardiologist, Dr. Robert Burke, MD. Dr. Burke has agreed to join the Vestiage advisory committee. This product line is consistent with the Vestiage philosophy of bringing potent products to our customers.

- Second, the RegiMEN™ brand had current key vendor relationships with customers such as GNC, Complete Nutrition, and Smoothie King that the Company believed it could potentially grow and leverage for the upcoming launch of Monterey Bay Nutraceuticals.

- Third, the RegiMEN™ brand is a full line of products as opposed to a "one bottle/single SKU" brand as is the case with many of the competitive products targeting men over 40 today. This makes it more attractive, we believe, to more retailers and practitioners of health and wellness solutions, as well as providing the Company with marketing and advertising flexibility.

The RegiMEN™ brand healthy aging system for men has 8 products:

Testosterone Support: Designed to maximize natural testosterone production, this product's claims are an increase in lean muscle, a boost in sex drive and increased stamina.

Anti-Oxidant and Inflammation Response: Formulated with Resveratrol and Quercin, this product is designed to attack cell-damaging free radicals with its proprietary blend.

Vitamin and Mineral Blend: This Life's Vitality Complex is designed to deliver a high potency blend of vitamins and minerals in a complete food-based complex with powerful anti-oxidants and digestive enzymes.

Prostate Health: This product is designed to support prostate health by promoting healthy prostate function, healthy circulation, and contains Saw Palmetto and Vitamin E along with anti-oxidants.

Growth Hormone Support: This product is designed to optimize natural growth hormone secretion which may be beneficial in increasing strength and speeding recovery using a potent amino acid formula.

Heart Health: This vascular health formula is designed to boost the immune system and contains CoQ10 and red yeast rice powder.

Brain Health Support: Formulated to support cognitive health, this product contains phosphatidylserine complex, L-Carnitine, L-Glutamine, Vinpocetine, DMAE Bitartrate and huperzine-A to support focus, clarity and memory.

DHEA Support: This hormone precursor formula is designed to support lean muscle and boost stamina using micronized DHEA.

The branding and positioning, marketing and advertising for RegiMEN is targeted at men over 40. The focus of the marketing and advertising is to approach the larger demographic of the more "average" man, to encourage him to remain or become active, take positive steps to remain vital and energetic. The brand purposely does not try to compete with sports nutrition brands as that market is crowded, heavily targeted and differentiation is difficult and expensive. The RegiMEN demographic desires to feel better, gain more energy, and impact the overt signs of aging all within a message that reinforces that the product is high quality, natural, and safe to use. The packaging, print, radio, and other advertising is designed to make the much larger number of "average" men that are experiencing the signs of aging feel comfortable with the brands ability to make them feel the way they should, enhance their natural energy and vitality, and do so safely.

Monterey Bay Nutraceuticals: In late 2012, Vestiage conceptually created a brand named Monterey Bay Nutraceuticals ("MBN"). MBN products have been created, initial test and sample runs were completed, and the products have received initial positive results among beta-test consumers. The Company has decided to add a new SKU's to the brand and rebrand and repackage the brand for a planned launch in the first quarter of 2015. This rebranding has been completed and the new product has been formulated and the brand is now ready for launch subject to available capital. MBN collaborates with several US-based laboratories and contract manufacturers which includes a an FDA registered cGMP large capacity manufacturer of soft gels for nutraceuticals, and various "cutting edge" botanical ingredient research and development/ingredient companies for patented ingredients that have clinical research studies that indicate effectiveness. The MBN brand is expected to come to market with 4-7 elegantly formulated and potent products that make up the line and focus on the most in demand issues of women.

Reluma: Reluma is a human stem cell derived antiaging skin care and hair therapy line of products. The formulations include human adult stem cell growth factors including cytokines and matrix proteins. The basis for the science comes from wound healing according to the manufacturer. Reluma formulations are designed to "heal" wrinkles, which are clinically considered wounds, thereby providing the results we all want - tighter more supple, smoother skin, a real and genuinely noticeable healthy glow, more skin elasticity, and diminishing the appearance of fine lines and wrinkles.

Acquisitions

On April 11, 2013, the Company signed a Letter of Intent to acquire the RegiMEN™ brand of over age 40 male focused supplements. The transaction closed on August 30, 2013. Currently, RegiMEN™ is being sold at all Vitamin Shoppe stores nationally, and select GNC, Hi Health, and to other retailers and online through Europa Nutrition, a national distributor. Vestiage has hired internal marketing personnel, internal retail dedicated sales people, and outside agencies to bring the RegiMEN brand to the retail market. The Company is executing on a retail rollout strategy at this time, has experienced some initial positive results in the first quarter of 2014, has received commitments from major national retailers in the second quarter, received purchase orders from a national grocery chain in the third quarter, and expects to see the results of these efforts further in the fourth quarter of 2014 and into 2015. Getting a product into retail is notoriously difficult, and according to some distributors and consultants in the industry, getting more difficult all the time. Management believes that it can expand its existing relationships with GNC and others, and use the success of the brands in these retail stores to sell into additional retailers. As of the date of this report, the company has received purchase orders from Vitamin Shoppe and from national grocer Kroger (also Ralphs) and has received positive indications from other national and regional

retailers. Management believes there is an opportunity to take the relationships created with the sales of the RegiMEN brand and leverage these into successful retail distribution of Monterey Bay Nutraceuticals when that brand is ready for retail.

On September 30, 2013, the Company acquired two trademarks. The trademarks are "Shave Clean" and "Face Guard" as applied specifically to facial care products. The Company issued a convertible note with a face value of $500,000 in exchange for the trademarks. In the future, the Company may use these trademarked names with current or future products, or it may license them to others or exchange them for other assets of value.

On December 27, 2013 the Company agreed to acquire seven additional trademarks and other related intellectual property in exchange for restricted stock. The acquisition was completed on January 2, 2014.

Market for Our Products

The Company is focused largely on the premium healthy aging consumer which Management refers to as the "Boomer Consumer". In the US, an American turns 50 every 7 seconds. People over 65 will double in size over the next 15 years. This consumer has $2.4 trillion in annual income and controls 42% of all after tax income available for consumer purchases. This group outspends every other generation by over $400 billion annually and outspends younger generations by 2:1 online. Spending by this group increased 45% over the last 10 years. In the next 10 years, the US Baby Boomer will increase annual spending on Wellness based services from $200 million to $1 trillion. (Sources: US Government Cosumer Expeditures Survey, US Census, Paul Zane Pilzer "The Next Trillion", Pew, and Forester Research). Approximately 71% of Americans take multivitamins. 74% of American women take supplements. We believe that the supplement industry tends to be recession resistant and continues to grow. Evidence of this is that there was approximately $87 billion in sales in 2008 and these sales increased to $117 billion in 2011 during the Great Recession. Finally, the industry is largely fragmented, has begun consolidating, and Vestiage believes that its brands or the Company as a whole may become an attractive target in the future should it successfully reach scale and profitability.

Governmental Regulation

We are affected by extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints, as applicable, at the federal, state and local levels, including regulations pertaining to: (1) the formulation, manufacturing, packaging, labeling, distribution, importation, sale and storage of our products; (2) product claims and advertising, including direct claims and advertising by us, as well as claims and advertising by distributors, for which we may be held responsible. The Company has engaged certain professional firms that specialize in various aspects of our business that are affected by regulators in order to help ensure we are compliant with regulatory rules and regulations regarding our manufacturing and our claims in the marketing and labeling of our products. Further, the Company outsources its manufacturing to third party laboratories and certified manufacturers in order to ensure compliance and assure regulators and consumers of proper oversight, testing and superior product quality. The Reluma product line is owned by Invitrx Therapeutics, Inc. and the distribution agreement between Invitrx and Vestiage, specifically sections 9 and 11 of the agreement, provides Vestiage with substantial guarantees, representations and warranties as well as indemnification for a broad array of issues surrounding the Invitrx products.

Research and Development

Our research and development activities for the Monterey Bay Nutraceuticals brand are done in conjunction with our vendor/partners, including a cGMP certified, California-based laboratory and contract manufacturer. Ingredients and finished products are tested by the contract manufacturers laboratories. Ingredients are thoroughly researched by both Vestiage and the Company's vendors and subjected to rigorous testing at the contract manufacturers laboratories located in the USA. Ingredients are sourced from highly respected companies. Ingredients are sent directly to the contract manufacturers laboratories for testing before going into production. Finished products are tested at the contract manufacturers laboratories prior to release into inventory. Our cGMP California-based laboratory/contract manufacturer is one of the largest capacity manufacturer of soft gels in the US, assuring our distributors and customers high quality and ample product availability. The Company may and does utilize additioinal contract manufacturers in the production of its products and has begun developing redundant manufacturing relationships so that the Company isn't reliant upon only one manufacturer of its products wherever possible.

Certain research and development is ongoing for the RegiMEN™ brand including the development of the brands new products.

In December 2013 the Company began the R&D process to create a natural female oriented intimacy enhancement product using a patented ingredient supported by a clinicial research study. The Company has added the new product to the Monterey Bay Nutraceuticals line and intends to launch the brand in early 2015 subject to capital availability.

Reluma is a brand manufactured by Invitrx Therapeutics, Inc., ("Invitrx"). All R&D activities related to Reluma products are the responsibility of Invitrx and are done at their sole cost.

Employees

As of the date of this report, the Issuer and its subsidiaries employed five (5) employees, all of whom are a full time employees. The Company also utilizes consultants and independent contractors extensively. The Company outsources as much as possible, and also relies extensively upon its advisory committee members for many projects and expertise. Some of these members may, from time to time, be compensated according to separate agreements for their work on behalf of the Company. Management believes that relations with all employees are good. .

Competition

The nutraceutical industry is very competitive and marked by substantial developments and challenges. Our products compete on the bases of performance, price, quality, image, and customer support.

Most of our established competitors have greater financial, research and development, manufacturing, marketing, sales, and customer service and support resources than we do. To remain competitive, we must provide a superior product that delivers an excellent result in the minds of our consumers at a cost that is within reach for the premium and prestige customer. We must continue to invest in promotion, research and development, marketing, advertising, sales and sales training, customer education, customer service and customer support programs, and also manage our operating expenses.

Our principal competitors in the healthy aging nutraceuticals business are New Chapter, which was purchased by Proctor and Gamble for an undisclosed sum; Natures Bounty (NBTY); Rainbow Light;

Natures Plus; Garden of Life; Natures Way; Solaray; Megafood; Super Nutrition; Country Life; NutriWest; Metagenics and many others.

There are numerous additional competitors who have greater resources than we do in the nutraceuticals businesses.

Intellectual Property

Vestiage owns various Intellectual Property assets, including formulations for its Monterey Bay Nutraceuticals™ line, certain formulations, the trademarks and all intellectual property for the RegiMEN™ brand, newly acquired Trademarks "Shave Clean" and "Face Guard", and several URL's that are related to the Company and its growing number of brands and products. Vestiage continually works with counsel to protect its assets, which includes brand names, formulations, logos, artwork, tag lines, and other intellectual property, by filing for trademarks or other means. The Company has successfully received registration on a number of assets and has several trademark registrations pending.

The intellectual property associated with Reluma is owned by Invitrx Therapeutics, Inc.

Some of the ingredients that are used in Monterey Bay Nutraceuticals™ products are patented and said patents are held by the ingredient manufacturers, or their affiliates. In general, the ingredient suppliers with patents allow Vestiage to use its trademarked names, validated claims, and patent numbers on its packaging and labeling. Future products may include additional patented ingredients owned by other companies. Vestiage believes that using patented ingredients with clinical trials and results associated with those ingredients is a prudent course of action in formulating future products. Vestiage owns 100% of Monterey Bay Nutraceuticals™ and RegiMEN™ proprietary formulations and all other intellectual property in place or created within the Monterey Bay Nutraceuticals™ brand and the RegiMEN™ brand are the property of Vestiage, Inc.

In July of 2014 the Company, as a result of its acquisition of the Shave Clean, Face Guard and NuConfidence trademarks, entered into initial R&D on products and brands using these acquired assets.

The Company, through its Endorsement Agreement with Dara Torres, has the option to create a Dara Torres signature brand of supplements which the Company would own. Dara Torres would have a separate royalty agreement related to the sales of the brand. The Company intends to work with its marketing and advertising firms to create the brand and intends to utilize its intellectual property counsel to secure the related IP for the Company at a later date. As of the date of this report, the Dara Torres signature line of supplements is in the early Research and Development stage.

7) The Issuer's Facilities.

The Company has leases with Newport Office Center for its executive offices located at 2901 West Coast Highway, Suite 200, Newport Beach, CA 92663. The leases includes several services, parking, and conference facilities. The company utilizes the Moulton Logistics warehouse facilities for inventory safekeeping and logistics management.

8) Officers, Directors, and Control Persons

Security Ownership of Management

The following table shows the beneficial ownership of our common stock as of the date of this report. The table shows the number of shares owned by each person known to us who owns beneficially five percent or more of the outstanding shares of any class of the Company's stock, based on the number of shares outstanding as of the date of this report; each of the Company's Directors and Executive Officers; and all of its Directors and Executive Officers as a group as of December 31, 2013. The percentage of shares owned is based on 54,482,514 shares being outstanding as of the date of June 30, 2014, 2014. Where the beneficially owned shares of any individual or group in the following table includes any options, warrants, or other rights to purchase shares in the Company's stock, the percentage of shares owned includes such shares as if the right to purchase had been duly exercised.

Name	Shares Beneficially Owned	Percentages
Scott Kimball[(1)]	16,732,645	30.6%
Erik Harp[(5)]	9,000,000	16.5%
John Walsh[(2)]	4,700,001	7.9%
Boyd R. Plowman	4,115,941	7.6%
Garrett Heiser[(3)]	1,503,979	2.7%
G. Jeff Goulding[(4)]	1,019,747	1.8%
All Officers and Directors as a Group (3 persons)	19,256,371	34.0%

1. Includes 16,558,198 shares and an option to purchase an additional 174,447 shares.
2. Shares issuable pursuant to convertible promissory notes.
3. Includes 393,144 shares and options to purchase an additional 1,110,835 shares.
4. Includes 194,747 shares and options to purchase an additional 825,000 shares.
5. 1016 Thomas Drive #177, Panama City Beach, FL 32408

Beneficial Ownership of Securities: Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, involving the determination of beneficial owners of securities, includes as beneficial owners of securities, any person who directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has, or shares, voting power and/or investment power with respect to the securities, and any person who has the right to acquire beneficial ownership of the security within sixty days through means including the exercise of any option, warrant or conversion of a security.

Director and Executive Officer Summary

The following table sets forth the names and ages of our current directors and executive officers, their principal offices and positions and the date each such person became a director or executive officer. The Board of Directors elects our executive officers annually. Our directors serve one-year terms or until their successors are elected, qualified and accept their positions. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors.

Name	Age	Position
Scott Kimball	52	Director, Chairman, CEO and CFO
Garrett Heiser	24	Director, Chief Operating Officer
G. Jeff Goulding	50	Director - Independent
Jack E. McNutt	53	Director - Independent

Scott Kimball is a graduate of UCLA in Political Science with studies in Economics, Philosophy, and Statistics. Mr. Kimball spent over 20 years on Wall Street and working for private and public companies in many roles such as asset management, portfolio management and securities trading, mergers and acquisitions, investment banking, corporate relationship management, investor relations, hedge fund management, venture capital and private equity. He spent time with Winthrop Securities, Merrill Lynch, Deutsche Bank, and Bear Stearns. In his time on Wall Street he was a member of the teams that placed equity for many IPO's including the Martha Stewart and Ralph Lauren Brands. He also was responsible for working with public companies with large cash and securities holdings. He was the co-creator of a NYSE listed retail derivative product within a segment of the investment business now widely known as Principal Protected Securities. A former professional baseball player with the Toronto Blue Jays Baseball Organization, his interests in human performance led him to study Neuro-Linquistic Programming (NLP) and his authoring two published investment industry books that were focused on the mental aspects of performance in business. His interests in health, wellness, fitness, nutrition and healthy aging led to the study and research of consumer trends in these, and in particular, the healthy aging arenas. Identifying these businesses as industry sectors that could continue to grow regardless of economic conditions led him to create Cypress Consumer Partners in 2011, a private equity firm focused on these sectors. Mr. Kimball's relationships led him to build a talented Advisory Board at Cypress. The deeper he became immersed in healthy aging research and due diligence, the more time he spent with experts in healthy aging cosmeceutical and nutraceutical ingredients and science. His interest was focused on natural, organic, botanical, dietary and other non-pharmacological means of achieving desired wellness, healthy aging and performance results in humans, which led him to create Vestiage, Inc. with his Advisory Board at Cypress.

Subsequent to his graduation from UCLA, he attended the Wharton School, participating in the Securities Industry Association program. Mr. Kimball's hobbies include cycling and he lives in Newport Beach, California.

G. Jeffrey Goulding is a Director of the Company and a member of the Advisory Committee. He is a top sales, design, and manufacturing executive in the fashion and footwear business. He was the initial COO of the Rocket Dog brand which became a $200 million brand and is now owned by a San Francisco-based private equity firm. As part of the initial management team there he was integral in the management of a rapidly growing consumer brand. Prior to that, he was with the Nike/Cole Haan brand .His experience includes being a retail buyer at major retailers and as an account executive for a Berkshire Hathaway company. He was the founding partner of the Rough Justice brand which was sold to a public company in 2009. He has since created several other successful brands including Zoie Flip Flops, Partiner, and RJ Girl. He has established excellent long term relationships with national and international retailers. He has particular expertise in sourcing and production from China. Mr. Goulding's hobbies include competitive cycling and he lives in Newport Beach, California.

Garrett Heiser is a Director and the Company's Chief Operating Officer. He is a graduate of University of California, Santa Barbara with a degree in Environmental Sciences. He also holds degrees and certifications in Entrepreneurship, Economics, Communications, Business Administration, Science and Math, and Social and Behaviorial Sciences. Mr. Heiser's hobbies include surfing and soccer and he lives in Newport Beach, California.

Jack E. McNutt is the Executive Managing Director of Newmark Grubb Knight Frank, a commercial real estate firm located in Newport Beach, California. He has been actively involved in commercial real estate for 30 years, has been the number one producer in Orange County, California on multiple occasions, named "Broker of the Year" by the Irvine Company 15 times, and has executed over $1 billion in lease and sale transactions on behalf of clients such as Wells Fargo Advisors, Stearns Lending, and

Vision Solutions. Mr. McNutt has been an active investor in emerging growth companies in the Orange County area for the past 20 years. He is a graduate of the University of Texas, El Paso, with a degree in Business Administration and a real estate major. His hobbies include motocross, hockey, skiing and golf and he resides in Laguna Beach, California.

Changes in Executive Officers

On June 13, 2014, Thomas Youngerman was terminated as an officer and employee of the Company and its subsidiaries following 30 days' notice provided on May 14, 2014.

On October 31, 2014 the Company's Board of Directors appointed a second independent director, Jack E. McNutt, to the Company's board.

Advisory Committee Members

Dr. Robert Burke M.D. is a noninvasive cardiologist who completed his Echocardiography and General Cardiology training at the Mayo Clinic, Scottsdale. He completed his training in internal medicine at the Mayo Clinic in Rochester, MN and served as the Chief Medical Resident in Scottsdale during the opening of the Mayo Clinic Hospital and was a Rutgers undergraduate. He is Board Certified in Cardiology, Internal medicine and Echocardiography. He has been involved in clinical research throughout his training at the Mayo Clinic and has presented at multiple conferences nationally. He continues to be involved in research though the program at Scottsdale Healthcare Hospitals. He has a special interest in men's health issues and performance in the adult athlete.

Elizabeth Edwards is a shareholder of Vestiage, has extensive experience in the Life Sciences business in Sales, Product Marketing, Finance, and Operations at both large and emerging pharmaceutical and biotech companies. She is active in the Boston and Cambridge Venture Capital arena and has been an angel investor to several startups. Beth graduated from Harvard with a degree in Philosophy and obtained her MBA from UPENN/The Wharton Business School. She lives an active lifestyle participating in Ironman Triathlons and skiing.

Dr. Leonard Miller M.D. FACS, FRCS is a shareholder of Vestiage and a Board certified plastic surgeon in Boston. He has more than two decades of experience in cosmetic plastic surgery. He is the founder and director of the Boston Center for Facial Rejuvenation. He is actively involved in the development of new technologies in the field of non-invasive and minimally invasive facial rejuvenation and has interests in several technologies related to aesthetic advancements. Dr. Miller is on the faculty staff of the Harvard Medical School. **Dr. Robert Burke M.D.** is a noninvasive Cardiologist who completed his Echocardiography and General Cardiology training at the Mayo Clinic, Scottsdale. He completed his training in Internal medicine at the Mayo Clinic in Rochester, MN and served as the Chief Medical Resident in Scottsdale during the opening of the Mayo Clinic Hospital and was a Rutgers undergraduate. He is Board Certified in Cardiology, Internal medicine and Echocardiography. He has been involved in clinical research throughout his training at the Mayo Clinic and has presented at multiple conferences nationally. He continues to be involved in research though the program at Scottsdale Healthcare Hospitals. He has a special interest in men's health issues and performance in the adult athlete.

Boyd R. Plowman is a major shareholder of Vestiage and President and CEO of Boyd Plowman & Associates, Inc. BP&A provides advisory services regarding real estate, capital markets, financial services, and strategic planning as well as market entry and investment opportunities in China. He served as a Director and Chair of the Audit Committee, Member of the Compensation and Governance Committees for Harbin Electric, a $500 million market cap Nasdaq listed, China-based developer and manufacturer of electric motors. Mr. Plowman chaired the Special Committee of Harbin's board during

the $700 million go-private transaction of the company. He also served as a director of several hedge funds managed by Abax Global Capital, an investment advisor partially owned by Morgan Stanley. Prior to these positions he was EVP and CFO for Fleetwood Enterprises, Inc., which at the time was the nation's second leading producer of motor homes and manufactured housing. He led the company's financial team through numerous public offerings, private placements, exchange transactions (public and private), and several acquisitions and divestitures. He also negotiated several private brand arrangements and strategic alliances designed to provide financing for the company's products. Mr. Plowman's early career was in audit and tax positions in public accounting, first with Arthur Andersen, then Ernst & Young. Mr. Plowman is a member of the Financial Executives Institute and a past member of the Harvard/MIT Joint Center for Urban Studies and the American Institute of Certified Public Accountants. He is a graduate of Utah State University, BS with High Honors and a recipient of the Alpha Kappa Psi Award for the highest GPA in the College of Business.

Deborah Luster is a shareholder of Vestiage and is currently the CEO of Can Do Kid, Inc., a natural products company. During her career, she has founded several consumer products companies and two publishing companies. She was an early investor and CEO of Annie's Homegrown from 1991 - 1997 and served on the Board of Directors until 2000. Annie's completed a public offering in December, 2011 and was subsequently acquired by General Mills for over $800 million in cash in September, 2014. She is widely known within the natural products industry as a venture capitalist, guide, and mentor to many of today's well-known companies in the sector and has been a champion of the natural products movement for over 25 years. Ms. Luster has been widely featured in the media, including NBC, ABC, and CBS News, Newsweek, Forbes, and the cover of Working Woman Magazine.

David Dixon is a shareholder of Vestiage and a 30 year veteran executive of leading consumer businesses Proctor and Gamble, Clorox, and Newell Rubbermaid. Currently he is an executive at Newell Commercial, the division that sells eco-friendly products to institutions and the hospitality industry. His particular expertise spans food and beverage and commercial hospitality products, and has daily interaction with large corporate sustainability executives, helping them achieve their sustainability goals. His expertise is in growing a new business within a larger enterprise, integrating new business lines and brands, and managing and selling to significant customers.

Julie Dennis is a shareholder of Vestiage and is currently employed by Threshold Enterprises, the second largest distributor of natural supplements in the USA. She has acted as the National Science Educator responsible for educating consumers and retailers nationwide for Threshold and is often a guest speaker at educational events as well as media liaison with astute insight on the needs of the American consumer and retailers including food, drug and mass markets, as well as natural channel retailers. Prior to this she was with Rainbow Light Nutritional Systems where she was Pacific Regional Sales Manager handling Utah, New Mexico, Arizona, Sothern California, and Nevada managing all aspects of territory growth including rep performance and accountability, developing profitable retailer partnerships and budget management. She has close relationships with buyers at major natural grocery and health food chains. Ms. Dennis was a lecturer for the American School of Herbalism, focusing on effective sales, marketing and product launch strategies for the U.S. market and taught Botanical medicine at Trinity College. She served as the CEO of Zen Garden Herbal Company and has had a long standing relationship with the founders and directors at the two largest distributors of natural supplements in the USA, UNFI and Threshold Enterprises. She is a frequent contributor in natural products industry trade magazines including Vitamin Retailer and Nutraceuticals World and is a graduate of Cal State Northridge (1986).

Dara Torres is a shareholder of Vestiage and was one of the fastest female swimmers in America history and a fixture in US Olympics for three decades. She entered her first international swimming competition at age 14 and her first Olympic Games in 1984. In 2008 she became the oldest swimmer to compete in the Olympic Games. In total she has competed in five Olympic Games and won 12 medals across 28 years of

Olympic competition. An intelligent commentator, guest host, and business woman in her own right, post retirement she is becoming a hot commodity in the Active Lifestyle category. Her book, "Age is Just a Number" has become a rallying cry for her followers worldwide and her book "Gold Medal Fitness: A Revolutionary 5 Week program" became a NY times bestselling book. She has won the ESPY award and was named one of the Top Female Athletes of the Decade by Sports Illustrated. She is a mother, wife, bestselling author, business woman, and fitness and health advocate. Dara Torres is a unique intersection of human performance, longevity, and beauty.

G. Jeffrey Goulding is a shareholder and a top sales, design, and manufacturing executive in the fashion and footwear business. He was the COO of the Rocket Dog brand which grew rapidly from a small company to over $200 million in sales and was then sold. Prior to that, he was with the Nike/Cole Haan brand .His experience includes beginning as a buyer at Nordstrom, an account executive for a Berkshire Hathaway company, and later as COO at Rocket Dog. He was the founding partner of the Rough Justice brand which was sold to a public company in 2009. He has since created several other successful brands including Zoie Flip Flops, Partiner, and RJ Girl. Jeff is a uniquely creative executive, bringing strong creative and design talents, operational execution and business management talent to Vestiage. He has established excellent long term relationships with retailers such as Nordstrom, Forever 21, Bloomingdales, Macy's, Fred Segal, Pac Sun, Bebe, Aldo, Ross, and TJ Max and has particular expertise in sourcing and production from China. Mr. Goulding is also on the Board of Directors for Vestiage.

Mark Goodman is the CEO of Boyer's Coffee Company and is Chairman and Chief Executive Officer for the MG Capital Group. Mr. Goodman has served as a top executive in leading public and private equity backed companies. Mr. Goodman has served as Chairman and Chief Restructuring Officer for a Goldman Sachs Distressed Private Equity retail asset. Prior to leading the Goldman Sachs asset, he served as the Executive Vice President, Chief Operating Officer and CRO for Save-A-Lot. As COO, Mr. Goodman was responsible for retail operations of Save-A-Lot's network of 1,200 stores, achieving sales, profitability and growth objectives of the company. He directly oversaw licensing development, merchandising, vendor management and supply chain efforts. Prior to joining Save-A-Lot, Mr. Goodman served as Executive Vice President, Chief Marketing Officer, Strategy, Membership and E-commerce for Wal*Mart/Sam's Club where he was responsible for strategy development, marketing and membership enhancement for Sam's Club. Previously, Mr. Goodman held the position of Corporate Vice President, U.S. Strategy and Operations for McDonald's Corporation.

Thomas W. Janes is a Vestiage shareholder and is the CEO and Founder of Kerry Capital Advisors, a private investment firm which also acts as a senior advisor to private and public middle market companies. Prior to Kerry Capital Advisors, her was a Managing Director of Lincolnshire Management, Inc. and head of Lincolnshire's Boston office, which he opened in 2003. Mr. Janes has served as a member of the Board of Directors of several Lincolnshire portfolio companies. Prior to Lincolnshire, Mr. Janes was a co-Founder and Managing Director of Triumph Capital, where he served as a senior member of a private equity team that successfully sourced and managed approximately $950 million in private equity capital. His business experience includes mergers and acquisition and corporate finance transactions while serving as an investment banker with Drexel Burnham, First Boston, Lazard Freres & Co., and as a management consultant at Bain & Company. He has also served on Boards of numerous private equity-backed companies as well as public companies including Alarmguard Holdings, Inc., Plymouth Opportunity REIT, and Providence Health Care, Inc. Mr Janes has also served as a board member for the Harvard Business School Association of Boston, The Boston University School of Public Health and The Arthritis Foundation of Massachusetts. He is a National Merit Scholar, is a graduate of Harvard College, Magna Cum Laude (B.A. 1977) and Harvard Business School (M.B.A 1981). Mr. Janes has served as an alumni representative to the Harvard Corporation Advisory committee on Shareholder Responsibility. He is a frequent speaker at industry events, including commenting on private equity issues at the annual Chicago Federal Reserve Forum, he has written more than 100 articles for such

publications as The New York Times Annual Economic Review, The Boston Globe and The World Paper.

Evan Morgenstein is a Vestiage shareholder and is the Founder and CEO of PMG Sports Management where he has represented over 400 Olympic Gold Medalists during his career and has recently appeared as a key player in the return of professional beach volleyball. He represents 6 of the top 8 AVP Tour players. In addition to brokering corporate sponsors and major sports franchises, he is a specialist in finding the appropriate sports talent for companies that need endorsement personalities. Evan is also CEO and Founder of Celeb Experts. His vision is to demystify the celebrity acquisition process and find creative solutions to effectively market the brand leveraging power of the celebrity. His diverse client base ranges from public relations agencies technology companies, pharmaceutical, start-up nutritional supplement companies, to global CPG brands. Morgenstein helped create a middle class in the Olympic movement in the United States. As a true crusader for athletes rights, he is handling the business of some of the biggest names in Olympic history, including Mark Spitz, Greg Louganis, and Bruce Jenner.

Legal and Disciplinary History

No officer, director or control person of the Company has been the subject of:

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

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

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

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Executive Compensation

We have agreed to pay Scott Kimball, Chairman, CEO and CFO an annual salary of $90,000 in 2014 and $135,000 in 2015 subject to the terms and conditions of his employment agreement. Base salary and other compensation may be increased from time to time with the approval of the Board of Directors. In the First Quarter of 2014 the Company Board of Directors agreed to increase Mr. Kimball's base salary to $175,000 for the 2014 year. The employment agreement also calls for certain cash bonuses based upon the Company's EBITDA performance, as well as stock option grants in each year. Mr. Kimball waived his right to any stock option grants in 2013. Garrett Heisers employment agreement calls for compensation of $60,000 in 2014 and $90,000 in 2015 along with stock options in the amount of 200,000 shares annually during this period. In the second quarter of 2014 the Board of Directors approved a salary increase for Mr. Heiser to $85,000 annually. In the third quarter of 2014 the Board of Directors amended and extended the employment contracts of Mr. Kimball and Mr. Heiser to 2017.

Disclosure of Certain Relationships and Conflicts of Interest

None.

Director Independence

The Company is not listed on any national exchange, or quoted on any inter-dealer quotation service, that imposes independence requirements on any committee of the Company's directors, such as an audit, nominating or compensation committee. As of September 30, 2014 the Company had one independent director on its Board. Subsequent to September 30, 2014 but prior to the date of this report, the Company's Board of Directors appointed a second independent director.

9) Third Party Providers

Securities Counsel

Cutler Law Group
2800 Post Oak Blvd. Ste. 4100
Houston, TX 77056
(800) 606-7150
(800) 836-0714 fax
rcutler@cutlerlaw.com

10) Issuer's Certifications.

Set forth below.

PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATION

I, Scott Kimball, the Chairman, Chief Executive Officer and Chief Financial Officer of Vestiage, Inc. hereby certify that:

1. I have reviewed this Quarterly Report of Vestiage, Inc. for the quarter ended September 30, 2014.

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 21, 2014

/s/ Scott Kimball

By: Scott Kimball
Title: Chairman, Chief Executive Officer and Chief Financial Officer

Vestiage, Inc.
Consolidated Financial Statements
September 30, 2014

JOHN A. GRAHAM & ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANTS
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Irvine, California 92614

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Accountants' Compilation Report

To the Board of Directors
Vestiage, Inc.
Newport Beach, California

We have compiled the accompanying consolidated balance sheet of Vestiage, Inc. ("the Company") as of September 30, 2014; the consolidated statements of operations for the three months and nine months ended September 30, 2014 and 2013; and the consolidated statements of cash flows for the nine months ended September 30, 2014 and 2013. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

The consolidated financial statements for the year ended December 31, 2013 and 2012 were audited by other accountants. The other accountants expressed in their report dated September 16, 2014, that in their opinion the audited consolidated financial statements presented fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years ended December 31, 2013 and 2012, in conformity with accounting principles generally accepted in the United States of America. They have not performed any auditing procedures since that date.

We are not independent with respect to Vestiage, Inc.

John A. Graham & Associates

November 17, 2014

Vestiage, Inc.
Consolidated Balance Sheets

	September 30, 2014 (Unaudited)	December 31, 2013
ASSETS		
Current Assets		
Cash and cash equivalents	$ 17,971	$ 215,185
Accounts receivable	2,779	4,504
Note receivable from related party	42,841	40,490
Inventory	46,880	26,222
Prepaid expenses	52,925	60,312
Total Current Assets	163,396	346,713
Property and Equipment, net	23,824	10,719
Other Assets		
Goodwill	144,236	144,236
Trademarks and brands	960,000	750,000
Other intangible assets, net	489,986	522,381
Other assets	8,690	4,645
Total Other Assets	1,602,912	1,421,262
Total Assets	$ 1,790,132	$ 1,778,694

The accompany notes are an integral part of these consolidated financial statements.

Vestiage, Inc.
Consolidated Balance Sheets

	September 30, 2014 (Unaudited)	December 31, 2013
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 185,631	$ 22,443
Short term financing from related party	13,625	-
Short term financing from third parties	103,975	-
Accrued expenses	85,866	33,512
Total Current Liabilities	389,097	55,955
Long Term Liabilities		
Convertible notes payable, net of debt discount	577,310	98,723
Total Liabilities	966,407	154,678
Stockholders' Equity		
Preferred Stock, $0.001 par value, 20,000,000 shares authorized, no shares issued and outstanding	-	-
Common Stock, $0.001 par value, 500,000,000 shares authorized, 54,558,235 shares issued and outstanding a/o 9/30/2014 43,611,802 shares issued and outstanding a/o 12/31/2013	54,558	43,612
Additional paid-in-capital	9,291,728	4,075,977
Stock subscriptions received	-	200,000
Accumulated deficit	(8,522,561)	(2,695,573)
Total Stockholders' Equity	823,725	1,624,016
Total Liabilities and Stockholders' Equity	$ 1,790,132	$ 1,778,694

The accompany notes are an integral part of these consolidated financial statements.

Vestiage, Inc.
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenues	$ 171,790	$ 2,545	$ 567,112	$ 3,769
Cost of Sales	(58,240)	(2,340)	(236,565)	(5,222)
Gross Profit	113,550	205	330,547	(1,453)
Operating Expenses				
Salaries - officers	65,000	25,300	175,667	75,300
Advertising and promotion	78,653	3,144	630,906	7,935
Consulting	8,708	3,134	126,820	5,784
General and administrative	377,660	49,958	1,090,785	109,428
Non-cash stock-based compensation	233,831	837,575	3,593,197	1,463,410
Total Operating Expenses	763,852	919,111	5,617,375	1,661,857
Loss from Operations	(650,302)	(918,906)	(5,286,828)	(1,663,310)
Other Income & Expenses				
Interest income	-	-	-	85
Interest expense	(48,772)	-	(102,788)	-
Amortization of debt discount	(136,022)	-	(364,587)	-
Amortization expense	(22,465)	(6,905)	(67,395)	(6,905)
Depreciation expense	(1,802)	(505)	(4,447)	(1,020)
Assets disposition gain (loss)	(143)	-	(143)	-
Total Income & Other Expenses	(209,204)	(7,410)	(539,360)	(7,840)
Loss Before Income Taxes	(859,506)	(926,316)	(5,826,188)	(1,671,150)
Provision For Income Taxes	-	-	(800)	(800)
Net Loss	**$ (859,506)**	**$ (926,316)**	**$ (5,826,988)**	**$ (1,671,950)**
Net loss per share - basic and diluted			**$ (0.11)**	**$ (0.04)**
Weighted average number of shares outstanding - basic and diluted			**52,167,532**	**42,731,904**

The accompany notes are an integral part of these consolidated financial statements.

Vestiage, Inc.
Consolidated Statements of Stockholders' Equity
(unaudited)

	Common Stock Shares	Common Stock $ Amount	Additional Paid-in Capital	Stock Subscriptions Received	Accumulated Deficit	Total Stockholders' Equity
Balances, January 1, 2013	24,000,000	$ 24,000	$ 41,000	$ -	$ (63,077)	$ 1,923
Surrender of common stock in connection with merger	(24,000,000)	(24,000)	(41,000)	-	-	(65,000)
Receipt of common stock in connection with merger	25,502	26	-	-	-	26
Issuance of common stock in connection with merger	23,863,279	23,863	41,000	-	-	64,863
Retained earnings acquired in connection with merger	-	-	-	-	(295,585)	(295,585)
Conversion of promissory notes	13,824,000	13,824	281,735	-	-	295,559
Issuance of common stock in connection with intangible assets	900,000	900	899,100	-	-	900,000
Surrender of common stock for warrant	(355,500)	(355)	(355,145)	-	-	(355,500)
Fair value of warrant issued in connection with intangible assets	-	-	274,736	-		274,736
Issuance of common stock for services	4,701,246	4,701	727,135	-	-	731,836
Fair value of warrants issued in connection with consulting services	-	-	315,003	-	-	315,003
Stock options-based compensation	-	-	526,632	-	-	526,632
Issuance of common stock	725,275	725	174,897	-	-	175,622
Stock repurchased	(72,000)	(72)	(9,116)	-	-	(9,188)
Stock subscriptions received	-	-	-	200,000	-	200,000
Convertible notes beneficial conversion feature	-	-	1,200,000	-	-	1,200,000
Net loss	-	-	-	-	(2,336,911)	(2,336,911)
Balances, December 31, 2013	43,611,802	$ 43,612	$ 4,075,977	$ 200,000	$ (2,695,573)	$ 1,624,016
Issuance of common stock in connection with intangible assets	700,000	700	244,300	-	-	245,000
Issuance of common stock for services	843,576	844	701,613	-	-	702,457
Fair value of warrants issued in connection with consulting services	-	-	383,128	-	-	383,128
Stock options-based compensation	-	-	2,507,612	-	-	2,507,612
Issuance of common stock	9,402,857	9,402	948,098	(200,000)	-	757,500
Convertible notes beneficial conversion feature	-	-	431,000	-	-	431,000
Net loss	-	-	-	-	(5,826,988)	(5,826,988)
Balances, September 30, 2014	54,558,235	$ 54,558	$ 9,291,728	$ -	$ (8,522,561)	$ 823,725

The accompany notes are an integral part of these consolidated financial statements.

Vestiage, Inc.
Consolidated Statement of Cash Flows
(unaudited)

	Nine Months Ended September 30,	
	2014	2013
Operating Activities:		
Net loss	$ (5,826,988)	$ (1,671,951)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	71,842	7,925
Amortization of debt discount	364,587	-
Common stock issued in exchange for services	702,457	679,736
Stock-based compensation	2,507,612	526,632
Stock warrants issued for services	383,128	257,042
Changes in operating assets and liabilities:		
Change in accounts receivable	1,725	-
Change in note receivable from related party	(2,350)	-
Change in inventory	(20,659)	(11,311)
Change in prepaid expenses	7,387	(1,575)
Change in other assets	(4,045)	(3,345)
Change in note payable	-	125,000
Change in accounts payable	163,189	8,297
Change in bank overdraft	-	(470)
Change in accrued officers compensation	-	21,327
Change in accrued expenses	52,353	19,138
Net Cash Used in Operating Activities	(1,599,762)	(43,555)
Investing Activities:		
Purchase of equipment and furniture	(18,415)	(8,124)
Purchase of intangible assets	-	(625,000)
Proceeds from sale of furniture	720	-
Loss on sale of furniture	143	-
Net Cash Used in Investing Activities	(17,552)	(633,124)
Financing Activities:		
Proceeds from sale of common stock	957,500	167,484
Proceeds from issuance of convertible notes	545,000	1,000,000
Proceeds from short term financing from related party	15,000	-
Proceeds from short term financing from unrelated parties	135,000	-
Payments on short term financing	(32,400)	-
Change in stock subscriptions	(200,000)	5,000
Net cash provided by financing activities	1,420,100	1,172,484
Net Increase (decrease) in cash	(197,214)	495,805
Cash at Beginning of Period	215,185	-
Cash at End of Period	$ 17,971	$ 495,805

Vestiage, Inc.
Consolidated Statement of Cash Flows
(unaudited)

	Nine Months Ended September 30,	
	2014	2013
Supplemental disclosure of cash flow information		
Cash paid during the period for:		
Interest paid	$ 102,669	$ -
Income taxes paid	$ 800	$ 800

Non cash activities for the nine months ended September 30, 2014

On January 2, 2014, the Company issued 700,000 shares of common stock at a fair value of $.35 per share in connection with certain intangible assets.

The accompany notes are an integral part of these consolidated financial statements.

NOTE 1 – BASIS OF PRESENTATION

The Company incorporated on March 22, 2012 under the laws of the State of Delaware under the name of Vestiage, Inc. ("Vestiage" or "the Company"). The Company entered into a merger agreement with Empire Pizza Holdings, Inc.("Empire"), a Florida Corporation, on January 21, 2013 through which Vestiage became the wholly owned operating subsidiary of Empire. Empire then applied for and received a name change to Vestiage, Inc. with the State of Florida and the OTC Markets Exchange on February 15, 2013. All intercompany accounts and transactions have been eliminated.

The Company is a science-based healthy-aging consumer products company. The Company creates, markets, produces and distributes products that use the latest science, the latest patented botanical ingredients, novel ingredient combinations, and are developed by the Company with reputable laboratories in conjunction with physicians and other experts both from within and outside the Company. The products are generally high margin consumables targeted at the premium healthy living and anti-aging oriented consumer. The ingredients science for the Company's products is drawn from two primary areas, marine/ocean and botanical. The Company sells healthy-aging and wellness products focused on helping people achieve longer active lives and extend the beauty of their personal appearance. The products address health and wellness concerns of both men and women. Company management is of the belief that today's healthy-aging products should be multifunctional, elegantly formulated, and potent so that the results can be felt and seen by the consumer. If there are clinical studies or patents associated with the ingredients, the Company strives to deliver the clinical potency to the consumer in each product and to use patented ingredients where possible. The Company formulation philosophy is to utilize the latest science in conjunction with key laboratory and ingredient partners, leverage patented botanical ingredients, and use dosage that matches clinical studies and available clinical research to create highly effective products.

The Company's executive offices are located at 2901 W. Coast Highway, Suite 200, Newport Beach, California, 92663. The offices include a secure room for the Company's sample inventory and promotional items. Inventory for sale is kept at the Company's third party fulfillment center.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements and related notes include the activity of the Company and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Interim Financial Statements

These interim unaudited financial statements have been prepared on the same basis as the annual financial statements and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company maintains cash balances in non-interest-bearing accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

Inventories

Inventories are stated at the lower of cost or market using the first-in, first out (FIFO) method of valuation.

Property and Equipment

Property and equipment is stated at historical cost less accumulated depreciation. Maintenance and repairs are expensed as incurred. Upon sale or disposition of assets, any gain or loss is included in the consolidated statements of operations. The cost of property and equipment is depreciated using the straight-line method over the following estimated useful lives of the respective assets.

Equipment and computers	3-5	years
Furniture and fixtures	5 years	

Depreciation expense for the nine months ended September 30, 2014 and 2013 totaled $2,645 and $515, respectively.

Intangible Assets

Intangible assets arise in purchase transactions. Amortization is computed using the straight-line method over the estimated useful lives of the assets as follows:

Customer list and vendor/supplier relationships	5-10 years
Intellectual property and product formulas	5-10 years
Purchased websites and URLs	5-7 years

Goodwill, trademarks, brand names and other intangible assets with indefinite useful lives are not amortized but tested for impairment annually or more frequently when events or circumstances indicates that the carrying value of a reporting unit more likely than not exceeds its fair value. The Company has decided the annual impairment testing date as December 31 of each year.

Amortization expense for the nine months ended September 30, 2014 and 2013 totaled $67,395 and $6,905, respectively.

Impairment of Long-Lived Assets

The long-lived assets held and used by the Company are reviewed for impairment no less frequently than annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In the event that facts and circumstances indicate that the cost of any long-lived assets may be impaired, an evaluation of recoverability is performed. Management has determined that there was no impairment in the value of long-lived assets during the nine months ended September 30, 2014.

Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities measured at fair value are categorized based on whether or not the inputs are observable in the market and the degree that the inputs are observable. The categorization of financial assets and liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The Company's financial instruments primarily consist of cash and cash equivalents, accounts receivable and accounts payable. As of the balance sheet dates, the estimated fair values of the financial instruments were not materially different from their carrying values as presented on the balance sheets. This is primarily attributed to the short maturities of these instruments. The Company did not identify any other non-recurring assets and liabilities that are required to be presented in the balance sheets at fair value.

Convertible promissory notes

The embedded conversion feature of convertible promissory notes is classified as equity under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 815-40 "Derivatives and Hedging — Contracts in Entity's Own Equity". The embedded beneficial conversion feature associated with convertible promissory notes is recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital in accordance with ASC Topic 470-20 "Debt — Debt with Conversion and Other Options". Debt discount resulting from the allocation of proceeds to the beneficial conversion feature is amortized over the term of the notes from the respective dates of issuance.

Revenue Recognition

The Company records revenue when all of the following have occurred: (1) persuasive evidence of an arrangement exists; (2) product has been shipped or delivered; (3) the sales price to the customer is fixed or determinable; and (4) collectability is reasonably assured.

Depending on individual customer agreements, sales are recognized either upon shipment of products to customers or upon delivery. We record sales allowances and discounts as a direct reduction of sales.

Shipping and Handling Costs and Revenues

Shipping and handling costs are expensed as incurred and are recorded as a component of cost of revenue. Charges to customers for shipping and handling are included as a component of revenue.

Advertising Costs

Advertising costs are expensed as incurred. Advertising costs for the nine months ended September 30, 2014 and 2013 were $630,906 and $7,935, respectively.

Income Taxes

The Company accounts for income taxes using an asset and liability approach which allows for the recognition and measurement of deferred tax assets based upon the likelihood of realization of tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain. At September 30, 2014, the Company has established a full reserve against all deferred tax assets.

Tax benefits from an uncertain tax position are recognized only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate resolution.

Net Loss Per Share

The Company applies FASB ASC 260, "Earnings per Share." Basic earnings (loss) per share is computed by dividing earnings (loss) available to common stockholders by the weighted-average number of common shares outstanding. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include additional common shares available upon exercise of stock options and warrants using the treasury stock method, except for periods for which no common share equivalents are included because their effect would be anti-dilutive.

Stock-Based Compensation

The Company applies FASB ASC 718, "Stock Compensation," when recording stock-based compensation. The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option valuation model. The assumptions used in the Black-Scholes valuation model are as follows:

Grant Price — The grant price of the issuances are determined based on the estimated fair value of the shares at the date of grant.

Risk-free interest rate — The risk free interest rate for periods within the contractual life of the option is based on the U.S. treasury yield in effect at the time of grant.

Expected lives — As permitted by SAB 107, due to the Company's insufficient history of option activity, the management utilizes the simplified approach to estimate the options expected term, which represents the period of time that options granted are expected to be outstanding.

Expected volatility — is determined based on management's estimate or historical volatilities of comparable companies.

Expected dividend yield — is based on current yield at the grant date or the average dividend yield over the historical period. The Company has never declared or paid dividends and has no plans to do so in the foreseeable future.

The Company accounts for stock issued to non-employees in accordance with the provisions of FASB ASC 505-50 "Equity Based Payments to Non-Employees." FASB ASC 505-50 states that equity instruments that are issued in exchange for the receipt of goods or services should be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The measurement date occurs as of the earlier of (a) the date at which a performance commitment is reached or (b) absent a performance commitment, the date at which the performance necessary to earn the equity instruments is complete (that is, the vesting date).

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards, if adopted, will have a material effect on the financial statements.

NOTE 3 – GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

Management's plan to support the Company in its operations and to maintain its business strategy is to grow revenue from retail and direct response operations, increase gross margins, and raise funds through public and private offerings. The Company also relies upon its management and advisory committee members to perform essential functions with minimal compensation. If the Company does not increase revenues or raise all of the money it needs from offerings, it will have to find alternative sources of capital. If the Company requires additional cash and is unable to raise it, it will either have to suspend operations until the cash is raised, or cease business entirely.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph in order to attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue.

NOTE 4 – INTANGIBLE ASSETS

On January 2, 2014, in exchange for 700,000 shares of restricted common stock at a fair value of $0.35 per share, the Company acquired new and additional intellectual property related to the Face Guard and Shave Clean trademarks and also acquired the NuConfidence trademark and related intellectual property. The allocation of the $245,000 purchase price was as follows:

Trademarks	$210,000
URL's	$ 35,000

The Company determined that there was no impairment of intangible assets, goodwill and trademarks for the nine months ended September 30, 2014.

Amortization expense for the nine months ended September 30, 2014 and 2013 totaled $67,395 and $6,905, respectively.

The following tables present the details of the Company's intangible assets and related accumulated amortization:

	As of September 30, 2014			
	Gross	Accumulated Amortization	Impairment	Net
Customer Lists	$ 200,000	$ (30,953)	$ -	$ 169,047
Intellectual property	310,000	(47,811)	-	262,189
Websites and URLS	75,000	(16,250)	-	58,750
Total	$ 585,000	$ (95,014)	$ -	$ 489,986
Goodwill	$ 144,236		$ -	$ 144,236
Trademarks	$ 960,000		$ -	$ 960,000

	As of December 31, 2013			
	Gross	Accumulated Amortization	Impairment	Net
Customer Lists	$ 200,000	$ (9,524)	$ -	$ 190,476
Intellectual property	275,000	(13,095)	-	261,905
Websites and URLS	75,000	(5,000)	-	70,000
Total	$ 550,000	$ (27,619)	$ -	$ 522,381
Goodwill	$ 144,236		$ -	$ 144,236
Trademarks	$ 750,000		$ -	$ 750,000

NOTE 5 – CONVERTIBLE NOTES PAYABLE

As of September 30, 2014, the Company had issued $1,745,000 in Convertible Notes ("the Notes"). The general terms of the Notes are as follows: 3 year term, interest at 7.5% per annum payable quarterly in advance or arrears, convertible into common stock at $0.25 or $0.35, subject to significant restrictions and limitations upon conversion related to the sale of the underlying common stock. These restrictions and limitations include Time, Volume and “Stand Still” restrictions. The Note Holders may not sell more than 25% of shares converted in any 30 day period post conversion. They may not offer for sale, hypothecate, or sell more than 15% of the average daily volume for the previous 30 trading days in any circumstance. They may not sell any stock for 180 days after the Effective Date of a Registration Statement. As of September 30, 2014, approximate interest due and payable quarterly to Note Holders is $32,412.

As the conversion price of $0.25 or $0.35 at the date of the Notes' issuance was less than the Company’s market trading price per share, the Company recorded a beneficial conversion feature of $1,631,000 against additional paid-in capital and a corresponding debt discount to the Notes to be amortized into expense over a 3 year period. The amortization of the debt discount relating to Convertible Notes for the three months and nine months ended September 30, 2014 is $136,022 and $364,587, respectively.

The following table presents the convertible notes outstanding and remaining beneficial conversion feature to amortize as of September 30, 2014.

Convertible notes payable	$1,745,000
Debt discount	(1,167,690)
Convertible notes payable, net of debt discount	$ 577,310

NOTE 6 – LEASE COMMITMENTS

The Company leases offices under three operating lease agreements, including one month-to-month lease, with an unrelated party which calls for monthly payments of $7,775. The annual base rent commitments under the leases, assuming no early termination, are as follows:

Year 2014	$ 21,995
Year 2015	$ 32,520
Total	$54,515

NOTE 7 – INCOME TAXES

The Company accounts for income taxes using an asset and liability approach which allows for the recognition and measurement of deferred tax assets based upon the likelihood of realization of tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain. At September 30, 2014 and December 31, 2013, the Company has established a full reserve against all deferred tax assets.

Tax benefits from an uncertain tax position are recognized only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate resolution.

NOTE 8 – SHORT TERM FINANCING FROM UNRELATED PARTIES

ESBF California LLC, 120 payments, principal and interest of $725 due daily Monday through Friday commencing August 18, 2014. The loan is collateralized against all assets of the Company.	$ 45,225
Pearl Capital Rivias Ventures LLC, 120 payments, principal and interest of $725 due daily Monday through Friday commencing August 22, 2014. Per agreement the Company has assigned rights for all Company's future accounts, contract rights and other entitlements arising from or relating to the payments of monies from Company's customers and/or third party payers for the payments due to the Company's sale of goods or services until the liability is fully discharged.	46,000
Ironwood Finance, 80 payments, principal and interest of $272 due daily Monday through Friday commencing September 15, 2014. The loan is collateralized against all assets of the Company.	12,750
Total	$103,975

NOTE 9 – RELATED PARTY TRANSACTIONS

Consulting Agreements

The Company entered into a consulting agreement with an individual, whom is also a member of the Company's Advisory Committee. The Company has agreed to pay the individual $0.50/unit of Monterey Bay Nutraceuticals sold by Vestiage Inc. as a direct result of their introductions or efforts on behalf the Company.

As of September 30, 2014, the Company has an Advisory Committee of four members which are paid 20,000 shares of restricted stock annually with equal amounts (5,000 shares) vesting and issued each quarter. From time to time, the Company may call on an Advisory Committee member for specific required services and pay said member cash, stock or both for these additional services. The contracts are for an annual term. Three contracts are due to expire in October 2014 and one in March 2015. The Company's Board of Directors is currently reviewing its policy in relation to its Advisory Committee stock issuances.

To support the marketing and advertising of the Company's brands, the Company signed an exclusive multi-year endorsement agreement on June 1, 2013 with an Olympic champion swimmer (the "Athlete") to endorse Vestiage and its brands, and to sit on the Advisory Committee. In consideration for the services, the Company agreed to issue Athlete 312,500 shares of common stock, fair market value $500,000 and to pay $10,000 per month commencing January 1, 2014 and ending December 1, 2016.

On July 14, 2014 the Company and the Athlete agreed to a modification of the June 1, 2013 endorsement agreement. Per the amended agreement, the Company would defer cash payments for June 2014 through November 2014 and the Company shall have no obligation to pay Athlete any deferred payments until December 1, 2014. Also, per amended agreement, the Company shall issue $60,000 worth of additional common stock of the Company to the Athlete.

Note Receivable - from Related Party

On December 31, 2013, the Company's CEO executed a promissory note in favor of the Company for funds advanced to him in the amount of $40,490. Additionally, on February 18, 2014, the Company's CEO executed a promissory note in favor of the Company for funds advanced in the amount of $15,000. The notes will be paid off through payroll deductions.

Short Term Financing - from Related Party

On September 22, 2014, the Company executed a promissory note in favor of the Company's CEO for $15,000. Terms of the loan agreement are as follows: 16 payments, principal and interest of $1,375, due each week on Friday commencing September 26, 2014. Balance of financing due as September 30, 2014, $13,625.

NOTE 10 – STOCK-BASED COMPENSATION

The Company issues non-cash stock-based compensation to employees, consultants and other parties in the form of stock options, warrants and restricted stock. The following table summarizes the granting of this non-cash compensation as reported in the Consolidated Statements of Operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Officers	$ -	$ 315,979	$ 902,770	$ 315,979
Consultants	217,716	310,943	2,413,021	936,778
General and administrative	16,115	210,653	277,406	210,653
	$ 233,831	$ 837,575	$ 3,593,197	$ 1,463,410

NOTE 11 – STOCK OPTIONS

Pursuant to Company’s Stock Option Plan, during the nine months ended September 30, 2014, the Company granted 3,397,505 stock options to employees and consultants to purchase shares of common stock at an exercise price of $.39 to $.95. These stock options were valued at $2,880,185 using the Black-Scholes option pricing model. Of the total stock options issued, 2,097,505 vested immediately at the grant date, 1,000,000 vest over a period of one year and 300,000 over a period of three years. All options expire ten (10) years from grant date. During the same nine month period of time, the Company has terminated the employment agreement of one employee previously granted fully vested stock options of 287,223 and the contract agreement with one consultant previously granted 1,000,000 stock options that were to fully vest on January 2, 2015. Per Company's Stock Options Plan if any award shall for any reason expire or otherwise terminate, in whole or in part, without having been exercised in full, the shares not acquired underlying such award shall revert to and again become available for issuance under the plan. Therefore, the 1,287,223 stock options were cancelled upon termination.

A summary of Company's stock options plan activity and related information is as follows:

	Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Life (in years)
Outstanding at December 31, 2013	500,000	$ 0.25	9.50
Granted	3,397,505	0.92	
Exercised	-	-	
Expired/Cancelled	(1,287,223)	$ 0.84	
Outstanding at September 30, 2014	2,610,282	$ 0.83	9.50
Exercisable at September 30, 2014	2,363,059	$ 0.85	9.50

As permitted by SAB 107, due to the Company's insufficient history of option activity, management utilizes the simplified approach to estimate the expected term of stock options, which represents the period of time that options granted are expected to be outstanding. The risk free interest rate for periods within the contractual life of the option is based on the U.S. treasury yield in effect at the time of grant. The volatility is determined based on management's estimate or historical volatilities of comparable companies. The Company has never declared or paid dividends and has no plans to do so in the foreseeable future.

The assumptions used in the Black-Scholes options pricing model are as follows:

Risk-free interest rate	1.80% to 2.88%
Expected life	5.31 - 10 years
Expected dividends	0%
Expected volatility	100%

The following table summarizes the fair value of the stock options granted reported as part of the non-cash stock-based compensation in the Consolidated Statements of Operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Officers	$ -	$ 315,979	$ 902,770	$ 315,979
Consultants	187,716	-	1,352,436	-
General and administrative	16,115	210,653	252,406	210,653
	$ 203,831	$ 526,632	$ 2,507,612	$ 526,632

Stock options granted during the nine months ended September 30, 2014 and 2013, were 3,397,505 and 500,000 respectively.

NOTE 12 – WARRANTS

During the nine months ended September 30, 2014, the Company issued 509,999 warrants in connection with consulting services with an exercise price of $1.00. All these warrants vested immediately at the issuance date. These warrants were valued at $383,128 using the Black-Scholes option pricing model. For the nine months ended September 30, 2014, the Company recorded $383,128 in consulting expense related to fully vested warrant shares. All warrants expire five (5) years from grant date.

	Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2013	630,500	$ 1.00
Granted	509,999	1.00
Exercised	-	-
Forfeited/Expired	-	-
Outstanding at September 30, 2014	1,140,499	$ 1.00
Exercisable at September 30, 2014	1,140,499	$ 1.00

The assumptions used in the Black-Scholes options pricing model are as follows:

Risk-free interest rate	1.50 to 1.65%
Expected life	5 years
Expected dividends	0%
Expected volatility	100%

The following table summarizes the fair value of the warrants granted reported as part of non-cash stock-based compensation in the Consolidated Statements of Operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Consulting	$ -	$ 257,042	383,128	$ 257,042
	$ -	$ 257,042	383,128	$ 257,042

NOTE 13 – SUBSEQUENT EVENTS

On October 7, 2014 the Company executed promissory notes in the amount of $4,500 and $3,000 in favor of two members of the Board of Directors. The Company promised to repay the promissory notes upon receipt of the accounts receivable financing of the Company's initial order with a national retailer. The Company and board members agreed that in lieu of interest paid in cash, the Company would grant fully vested stock options in an amount of 10 options for each $1 of financing received. Stock options to be granted upon execution of the promissory notes and then for each 30 days thereafter until the notes are paid in full, at a strike price equal to the Variable Weighted Average Price (VWAP) during the last 4 weeks of trading according to the Exchange's report. Fully vested stock options granted upon execution of promissory notes, 75,000 at a strike price of $0.21 per share.

On October 7, 2014, the Company and CEO agreed to have the CEO invest additional personal funds into the Company based on the following terms: 1) cancel the promissory note dated September 22, 2014 and the payments due there under; and 2) execute a new promissory note in the amount of $28,803.82 under the same terms and conditions as the notes executed with members of the board of directors. Fully vested stock options granted upon execution of the promissory note, 288,038 options at a strike price of $0.21 per share.

On October 8, 2014, the Board of Directors voted to add an independent member effective October 31, 2014. For joining the Board and for his services, the Company agreed to grant the new director 100,000 fully vested stock options, and issue 25,000 shares of stock and pay $2,500 in cash within the first 15 days of the quarter following each quarter of service.

On October 9, 2014 the Company executed a promissory note in the amount of $25,000 in favor of a member of the Board of Directors under the same terms and conditions as the notes issued on October 7, 2014. Fully vested stock options granted upon execution of the promissory note, 250,000 options at a strike price of $0.21 per share.

On October 20, 2014, the Company raised an additional $50,000 in working capital through a Convertible Note Offering to a certain accredited, qualified investor subject to the same terms and conditions as disclosed in Note 5.

On October 29, 2014, the Company repaid $2,000 of the $4,500 promissory note executed on October 7, 2014.

On October 30, 2014 the Company signed an agreement with Factoring Southwest LLC in order to secure accounts receivable financing for its current and future orders from retailers. The Company was subsequently approved and has utilized this funding source in order to purchase inventory and for general corporate purposes.

On November 3, 2014, the Company granted a combined total of 593,038 fully vested stock options to the CEO and four members of the Board of Directors at a strike price of $0.11 per share in accordance with the terms and conditions of the promissory notes executed on October 7 and October 9, 2014.

On November 3, 2014, the Company granted to the CEO, another officer and three employees a combined total of 205,768 fully vested stock options at a strike price of $0.11 per share for certain agreements related to their compensation.

On November 3, 2014, the Company executed a promissory note in the amount of $2,000 in favor of the CEO in exchange for an additional loan to the Company under the same terms and conditions as the notes issued on October 7, 2014. Fully vested stock options granted upon execution of promissory note, 20,000 options at a strike price of $0.11 per share.

On November 3, 2014, the Company granted the new member of the Board of Directors 100,000 fully vested stock options at a strike price of $0.11 per share.

On November 5, 2014, the Company executed a promissory note in the amount of $1,000 in favor of a member of the Board of Directors in exchange for a loan to the Company under the same terms and conditions as the notes issued on October 7, 2014. Fully vested stock options granted upon execution of promissory note, 10,000 options at a strike price of $0.11 per share.

On November 7, 2014, the CEO and members of the Board of Directors holding promissory notes executed on October 7, 2014 and thereafter agreed with the Company to extend their notes without receiving payment of interest in cash or fully vested stock options.

On November 10, 2014, the Company paid in full the promissory note of $3,000 executed on October 7; the $25,000 note executed on October 9; the $2,000 note executed on November 3; the $1,000 note executed on November 5; and a partial payment of $9,553.82 on the note executed with the CEO on October 7.

On November 14, 2014 the CEO agreed to extend the term of his outstanding October 7 2014 note balance of $19,250 until December 15, 2014 in exchange for 192,500 fully vested stock options at a strike price of $0.14 per share.

On November 14, 2014, the Company raised an additional $50,000 in working capital through a Convertible Note Offering to a certain accredited, qualified investor subject to the same terms and conditions as disclosed in Note 5.