# VEGA BIOFUELS, INC.

## ISSUER INFORMATION AND DISCLOSURE STATEMENT
## PREPARED IN ACORDANCE WITH SEC RULE 15c2-11

THIS STATEMENT IS COMPILED TO FULFILL THE DISCLOSURE REQUIREMENTS OF PINK SHEETS, LLC; THE ENUMERATED ITEMS AND CAPTIONS HEREIN CORRESPOND TO THE ITEMS AND CAPTIONS SET FORTH BY THE PINK SHEETS, LLC VERSION 9.1 DISCLOSURE GUIDELINES

ALL INFORMATION WITHIN THIS DOCUMENT HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF VEGA BIOFUELS, INC. BY THE OFFICERS AND DIRECTORS OF THE COMPANY.

ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

*As of December 31, 2014*

**Item 1** The exact name of the company and its predecessor (if any).

Vega Biofuels, Inc. 6-10 to present
Vega Promotional Systems, Inc. 9-09 to 6-10

**Item 2** The address of the company's principal executive offices.

P.O. Box 922395 Norcross, GA 30010

Phone: 800-481-0186 Fax: 866-421-1216

Website: www.vegabiofuels.com

IR Contact:

The Company is responsible for its own Investor Relations. Contact information is the same as above.

**Item 3** Trading symbol: VGPR.PK

The Company has the following classes of securities:

Common, Preferred A, Preferred B, Preferred C

CUSIP: 922547 203

Par value: .0000001

Common Shares Authorized: 2,000,000,000 (as of 12/31/14)

Common Shares outstanding: 1,720,005,042 (as of 12/31/14)

Preferred A Authorized: 10,000,000 (as of 12/31/14)

Preferred A Outstanding: 1 (as of 12/31/14)

Preferred B Authorized: 90,000,000 (as of 12/31/14)

Preferred B Outstanding: 1,982,449 (as of 12/31/14)

Preferred C Authorized: 20,000,000 (as of 12/31/14)

Preferred C Outstanding: 0 (as of 12/31/14)

**The name and address of the transfer agent:**

Action Stock Transfer Corp.
7069 S. Highland Dr., Suite 300
Salt Lake City, UT 84121

Action Stock Transfer Corp is registered under the Exchange Act.
There were no trading suspension orders issued by the SEC in the past 12 months

**Item 4 Issuance History**

The Company issued 40,000,000 restricted common shares per debt conversion.

The Company exchanged 97,000,000 restricted common shares for 22,750 Preferred B shares.

The Company sold 55,000 restricted Preferred B shares to two parties

The Company issued 200,000,000 restricted common shares for an acquisition.

The Company cancelled 90,000,000 common shares.

The Company sold 16,666,667 restricted common shares.

The Company issued 98,000,000 restricted common shares per Preferred B conversion.

The Company issued 100,000,000 restricted common shares for debt reduction.

The Company issued 119,371,428 restricted common shares per Preferred B conversion.

The Company sold 65,000 Preferred B shares to three parties.

The Company cancelled 90,000,000 common shares.

The Company issued 118,000,000 restricted common shares per Preferred B conversion.

The Company issued 307,500 restricted Preferred B shares to two parties.

All shares issued by the Company were restricted and included the legend that the shares had not been registered under the Securities Act.

**Item 5 <u>Financials</u>**

Vega Biofuels, Inc.

Statements of Operations
For the Years Ended December 31, 2014 and 2013, and for the Period
From Inception to December 31, 2014

| | From Inception to December 31, 2014 | 2014 | 2013 |
|---|---|---|---|
| Cash flows from operating activities: | | | |
| Net loss | $ (3,488,616) | $ (76,867) | $ (139,809) |
| Adjustments to reconcile net loss to net cash used by operating activities: | | | |
| Loan receivable | (35,000) | (35,000) | - |
| Stock issued to acquire license | 500,000 | - | - |
| Preferred class B stock issued to repay notes payable | 30,000 | 30,000 | - |
| Preferred class B stock issued for services | 329,703 | 5,000 | - |
| Common stock issued to repay notes payable | 411,730 | 32,300 | 23,330 |
| Common stock issued for services | 2,198,873 | 253 | - |
| Net cash (used by) operating activities | (53,310) | (44,314) | (116,479) |
| Cash flows from investing activities: | | | |
| License | (500,000) | - | - |
| Net cash provided by investing activities | (500,000) | - | - |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of common stock | 120,500 | 10,000 | 50,500 |
| Proceeds from issuance of Preferred Class B stock | 318,475 | 63,000 | 58,975 |
| Contribution to additional paid in capital | 26,388 | - | - |
| Notes payable | 129,977 | 20,000 | (23,000) |
| Loans - other | 12,700 | (12,300) | 25,000 |
| Net cash provided by financing activities | 608,040 | 80,700 | 111,475 |
| Net increase in cash | 54,730 | 36,386 | (5,004) |
| Cash at beginning of period | - | 18,344 | 23,348 |
| Cash at end of period | $ 54,730 | $ 54,730 | $ 18,344 |
| Supplemental cash flow information: | | | |
| Cash paid during the period for: | | | |
| Interest | $ 29,534 | $ - | $ - |
| Income taxes | $ - | $ - | $ - |
| Stock issued to acquire license | $ 500,000 | $ - | $ - |

Vega Biofuels, Inc.

Statements of Operations
For the Years Ended December 31, 2014 and 2013, and for the Period
From Inception to December 31, 2014

| | From Inception to December 31, 2014 | For the Year Ended December 31, 2014 | For the Year Ended December 31, 2013 |
|---|---|---|---|
| Revenue, net | $ 159,543 | $ 159,543 | $ - |
| Cost of goods sold | 85,374 | 85,374 | - |
| Gross income | 74,169 | 74,169 | - |
| Expenses: | | | |
| General and administrative expenses | 3,533,251 | 151,036 | 139,763 |
| Purchased research and development | - | - | - |
| | 3,533,251 | 151,036 | 139,763 |
| Net loss before other income and expenses and provision for income taxes | (3,459,082) | (76,867) | (139,763) |
| Other income and (expenses) | | | |
| Interest expense | (29,534) | - | - |
| Net loss before provision for income taxes | (3,488,616) | (76,867) | (139,763) |
| Provision for income taxes | - | - | - |
| Net loss | $ (3,488,616) | (76,867) | $ (139,763) |
| Loss per common share - Basic and fully diluted | $ (0.00) | $ (0.00) | $ (0.00) |
| Weighted average number of shares outstanding - Basic and fully diluted | 993,074,209 | 1,415,094,172 | 825,020,779 |

Vega Biofuels, Inc.

Statement of Stock Activity and Stockholders' Equtiy

| | Common Stock | | Preferred A Stock | | Preferred B Stock | | Additional | Accumulated | Stockholders' |
|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | Paid-in Capital | Deficit | Equity |
| Shares I/O 12/31/08 | 120,445,787 | $ 12,045 | - | $ - | - | $ - | $ 2,348,128 | $ (2,425,921) | $ 84,000 |
| Shares I/O 6/30/09 | 331,438,787 | $ 33,144 | - | $ - | - | $ - | $ 2,767,579 | $ (2,428,421) | $ 2,020,600 |
| Shares I/O 9/30/09 | 367,438,787 | $ 36,744 | - | $ - | - | $ - | $ 2,767,579 | $ (2,428,421) | $ 2,060,600 |
| Shares I/O 12/31/09 | 401,438,787 | $ 40,143 | - | $ - | - | $ - | $ 2,753,878 | $ (2,428,421) | $ 465,600 |
| Shares I/O 3/31/10 | 666,438,787 | $ 66,643 | - | $ - | - | $ - | $ 2,763,878 | $ (2,438,421) | $ 375,600 |
| Shares I/O 6/30/10 | 666,438,787 | $ 66,643 | - | $ - | - | $ - | $ 2,763,878 | $ (2,438,421) | $ 375,600 |
| Shares I/O 12/31/10 | 29,504,522,195 | $ 3,202 | 1 | $ - | 447,000 | $ - | $ 2,850,519 | $ (2,463,361) | $ 390,360 |
| Shares I/O 6/30/11 | 5,754,522,195 | $ 575 | 1 | $ - | 777,221 | $ 78 | $ 2,882,034 | $ (2,489,749) | $ 392,938 |
| Shares I/O 9/30/11 | 6,354,522,195 | $ 635,704 | 1 | $ - | 779,221 | $ 78 | $ 2,262,860 | $ (2,489,749) | $ 408,893 |
| Shares I/O 12/31/11 | 107,273,490 | $ 10,758 | 1 | $ - | 924,289 | $ 93 | $ 3,381,961 | $ (2,999,336) | $ 393,476 |
| Shares I/O 3/31/12 | 126,023,490 | $ 12,633 | 1 | $ - | 945,589 | $ 96 | $ 3,438,083 | $ (3,042,154) | $ 408,658 |
| Shares I/O 6/30/12 | 273,273,490 | $ 27,358 | 1 | $ - | 1,306,589 | $ 131 | $ 3,535,823 | $ (3,146,824) | $ 416,488 |
| Shares I/O 9/30/12 | 735,473,490 | $ 73,578 | 1 | $ - | 1,293,089 | $ 129 | $ 3,588,605 | $ (3,253,730) | $ 408,582 |
| Shares I/O 12/31/12 | 745,373,490 | $74,568 | 1 | $ - | 1,292,099 | $ 129 | $ 3,587,615 | $ (3,271,940) | $ 390,372 |
| Shares I/O 3/31/13 | 717,135,395 | $ 71,744 | 1 | $ - | 1,287,099 | $ 128 | $ 3,638,440 | $ (3,354,186) | $ 356,126 |
| Shares I/O 6/30/13 | 910,135,395 | $ 91,044 | 1 | $ - | 1,340,349 | $ 134 | $ 3,684,634 | $ (3,392,445) | $ 383,367 |
| Shares I/O 9/30/13 | 910,135,395 | $ 91,044 | 1 | $ - | 1,340,349 | $ 134 | $ 3,684,634 | $ (3,392,445) | $ 383,367 |
| Shares I/O 12/31/13 | 910,135,395 | $ 91,044 | 1 | $ - | 1,340,349 | $ 134 | $ 3,684,634 | $ (3,392,445) | $ 383,367 |
| Shares I/O 3/31/14 | 910,135,395 | $ 91,044 | 1 | $ - | 1,340,349 | $ 134 | $ 3,684,634 | $ (3,392,445) | $ 383,367 |
| Shares I/O 6/30/14 | 1,532,833,614 | $ 153,314 | 1 | $ - | 1,409,749 | $ 142 | $ 3,677,608 | $ (3,439,119) | $ 391,945 |
| Shares I/O 9/30/14 | 16,002,005,042 | $ 160,231 | 1 | $ - | 1,687,749 | $ 170 | $ 3,720,268 | $ (3,470,333) | $ 410,336 |
| Shares I/O 12/31/14 | 1,720,005,042 | $ 172,031 | 1 | $ - | 1,983,449 | $ 200 | $ 3,763,438 | $ (3,488,616) | $ 447,053 |

Vega Biofuels, Inc.

Balance Sheet
December 31, 2014
(Unaudited)

| | |
|---|---|
| **ASSETS** | |
| Current Assets: | |
| Cash | $ 54,730 |
| Loan receivable - other | 35,000 |
| Total current assets | 89,730 |
| License | 500,000 |
| | $ 589,730 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | |
| Current Liabilities: | |
| Notes payable - current | $ 129,977 |
| Loans payable - other | 12,700 |
| Total current liabilities | 142,677 |
| Stockholders' (deficit): | |
| Preferred Stock A, $0.0001 par value; 10,000,000 authorized, 1 share issued and outstanding | - |
| Preferred Stock B, $0.0001 par value; 90,000,000 authorized, 1,983,449 shares issued and outstanding | 200 |
| Preferred Stock C, $0.0001 par value; 20,000,000 authorized, -0- shares issued and outstanding | - |
| Common stock, $0.0001 par value; 50,000,000,000 shares authorized, 1,720,005,042 shares issued and outstanding | 172,031 |
| Additional paid in capital | 3,763,438 |
| (Deficit) accumulated during development stage | (3,488,616) |
| | 447,053 |
| | $ 589,730 |

**Item 6** **Business Information**

A. Vega was formed to pursue the production and sale of biofuel products throughout the world. With the growing need for clean energy, and the uncertain costs of fossil fuels, power generating plants around the world are looking at more useful and economical methods to run their power systems. The Company, along with its joint venture partners are currently developing a manufacturing plant in Allandale, South Carolina to produce Bio-coal from timber waste.

B. The Company was organized in 1986 in the State of Delaware. The Company moved to Wyoming in 2010.

C. The Company has no primary or secondary SIC Codes

D. The Company's fiscal year end is December 31.

E. When completed, the South Carolina manufacturing plant will market Bio-coal made from timber waste using torrefaction technology. The product will be shipped through the Port of Savannah to clients around the world.

**Item 7** **Facilities**

The South Carolina facility is being constructed on 15 acres of land in Allandale, SC. The Company's joint venture is leasing the land.

**Item 8** **A. Officers, Directors, and Control Persons**

Officers and Directors

CEO: Michael K. Molen
P.O. Box 922395, Norcross, GA 30010

President: Michael K. Molen
P.O. Box 922395, Norcross, GA 30010

Board of Directors: Michael K. Molen, Chairman
Same
Dan Wilcox, Director
Same
Michael Herron, Director
P.O. Box 922395, Norcross, GA 30010

Control Person(s):

Michael K. Molen 12,000,000 restricted common shares
P.O. Box 922395, Norcross, GA 30010

Dan Wilcox 12,000,000 restricted common shares

P.O. Box 922395, Norcross, GA 30010

Michael Herron 62,000,000 restricted common shares

P.O. Box 922395, Norcross, GA 30010

**B.** None of these persons have, in the last five years, been subject to any legal or disciplinary action by any legal authority, including the SEC.

**C.** Beneficial Shareholders

Persons owning more than five percent (5%) of the issuer's securities as of the date issued:

Michael K. Molen 12,000,000 restricted common shares

P.O. Box 922395, Norcross, GA 30010

## Item 9 Third Party Providers

**Legal Counsel:** Douglas R. Daum, Attorney
3260 Hwy 78, Snellville, GA 30078

**Accountant:** David Aronson, Accountant
P.O. Box 922395, Norcross, GA 30010

## Item 10 Issuer Certification

I, Michael K. Molen, certify that:

1. I have reviewed this Year End Disclosure Statement of Vega Biofuels, Inc.; and

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 Vega Biofuels, Inc. as of and for the periods presented in this Disclosure Statement.

December 31, 2014

Michael K. Molen
Chairman/CEO