Biostem Technologies, Inc
A Development Stage Company
Consolidated Balance Sheets
(Unaudited)

	September 30, 2015	December 31, 2014	September 30, 2014
Assets			
Current assets:			
Cash	$ 188,023	$ 50,941	$ 423
Subscriptions receivable	50,000	-	-
Total current assets	238,023	50,941	423
Office equipment - net (note 3)	327,597	90,780	-
Other assets:			
Prepaid expense	4,598	-	100
Goodwill	334,145	298,475	-
Organizational cost - net	14,674	-	-
Other Assets	52,157	-	-
Total other assets	405,574	298,475	100
Total assets	$ 971,194	$ 440,196	$ 523
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable & accrued expenses	$ 505,726	$ 23,860	$ 750
Convertible debt	18,276	9,926	24,509
Derivative liabilities	3,548	10,478	-
Other current liabilities	62,473	10,000	-
Total current liabilities	590,023	54,264	25,259
Long term liabilities:			
Notes payable	-	12,100	1,600
Total long term liabilities	-	12,100	1,600
Total liabilities	590,023	66,364	26,859
Stockholders' equity:			
Series A Convertible Preferred Stock	500	500	-
Series B Convertible Preferred Stock	500	475	1
Common stock	869,675	491,533	159,807
Additional paid-in capital	1,146,986	129,783	-
Accumulated deficit	(1,636,490)	(248,460)	(186,144)
Total Stockholders' equity	381,171	373,832	(26,336)
Total liabilities and stockholders' equity	$ 971,194	$ 440,196	$ 523

Biostem Technologies, Inc
A Development Stage Company
Consolidated Statements of Operations
(Unaudited)

	Three months		Nine Months	
	September 30, 2015	**September 30, 2014**	**September 30, 2015**	**September 30, 2014**
Sales	$ -	$ -	$ -	$ -
Cost of sales	-	-	-	-
Gross profit	-	-	-	-
General and administrative expenses	376,044	186,144	1,381,378	186,144
Loss from operations	(376,044)	(186,144)	(1,381,378)	(186,144)
Other income (expense)				
Other income	47	-	181	-
Interest expense	(3,480)	-	(13,764)	-
Change in fair value of embedded derivative liabilities	6,383	-	6,930	-
Total other expense - net	2,950	-	(6,653)	-
Net loss attributable to Biostem Technologies, Inc	$ (373,094)	$ (186,144)	$ (1,388,031)	$ (186,144)
Net loss per share - basic	$ (0.18)	$ (0.19)	$ (0.91)	$ (0.19)
Weighted average number of common shares outstanding during the year - basic	2,033,874	973,407	1,526,210	973,407

For Internal Use Only

Biostem Technologies, Inc
A Development Stage Company
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months	
	September 30, 2015	**September 30, 2014**
Cash flows from operating activities:		
Net loss attributable to Biostem Technologies, Inc	$ (1,388,031)	(186,144)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	25,630	-
Amortization of debt discount	8,350	-
Amortization of other assets	1,701	-
Change in fair value of derivative liabilities	(6,930)	-
Stock issued for services	660,000	-
Change in operating assets and liabilities:		
Prepaid expenses	(4,598)	(100)
Subscriptions receivable	(50,000)	-
Other	316	-
Accounts payable & accrued expenses	481,866	750
Net cash used in operating activities	(271,696)	(185,494)
Cash flows from investing activities:		
Purchase of property & equipment	(262,447)	-
Goodwill	-	-
Organizational cost	(16,375)	-
Net cash used in investing activities	(278,822)	-
Cash flows from financing activities:		
Repayments of notes payable	(12,100)	(7,000)
Proceeds from notes payable	-	8,600
Proceeds from issuance of convertible notes	-	24,509
Proceeds from issuance of stock	699,700	159,808
Net cash provided by financing activities	687,600	185,917
Increase cash and cash equivalents	137,082	423
Cash and cash equivalents at beginning of period	50,941	-
Cash and cash equivalents at end of period	$ 188,023	$ 423
Supplementary disclosure of non-cash financing activities:		
Stock issuance for prior acquisition - Goodwill	$ (35,670)	$ -
Retirement of 128,979,751 shares	$ (128,980)	$ -
Preferred B Stock issued to compensate retirement of 128,979,751 shares	$ 500	$ -
Retirement of 475,000 Preferred B shares	$ (475)	$ -
Supplementary disclosure of cash flow information		
Cash paid during the period for:		
Interest	$ 4,220	$ -
Income taxes	$ -	$ -

Biostem Technologies, Inc
Consolidated Statements of Stockholders' Equity
Period Ended September 30, 2015 and December 31, 2014

	Series A Convertible Preferred Stock $0.001 Par Value		Series B Convertible Preferred Stock $0.001 Par Value		Treasury Stock $0.001 Par Value		Common Stock Non-Restricted Pre-Reverse Split $0.001 Par Value Post-Reverse Split $0.4 Par Value		Comm Rest Pre-Reverse Spli Post-Reverse Split $0.4 P
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares
Balance, August 28, 2014	500,000	$ 500	475,005	$ 475	-	$ -	143,969,940	$ 143,970	311,946,503
Common stock issued for Cash	-	-	-	-	-	-	-	-	5,000,000
Common stock issued for Services	-	-	-	-	-	-	-	-	20,000,000
Common stock issued for prior acquisition/ Goodwill									10,400,000
Issuance of Shares for Cash (Certificate issued on May 5, 2015)	-	-	-	-	-	-		-	216,666
Net loss	-	-	-	-	-	-	-	-	-
Balance, December 31, 2014	500,000	$ 500	475,005	$ 475	-	-	143,969,940	$ 143,970	347,563,169
Retirement of Preferred B	-	-	(475,005)	(475)	-	-	-	-	-
Common stock issued for Cash ($0.001/share)	-	-	-	-	-	-	-	-	10,000,000
The Company reaquired 128,979,751 shares	-	-	-	-	(128,979,751)	(128,980)	-	-	-
Retirement of common stocks - 128,979,751 shares	-	-	-	-	128,979,751	128,980	-	-	(128,979,751)
Preferred B Stock issued	-	-	500,000	500	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	-	-
Balance, January 7, 2015	500,000	$ 500	500,000	$ 500	-	-	143,969,940	$ 143,970	228,583,418
Reverse Split 1:400 on January 27 result in Par Value of 0.4	-	-	-	-	-	-	359,925	-	571,459
Common stock issued for Cash ($1.00/share)	-	-	-	-	-	-	-	-	262,000
Common stock issued for Services		-	-	-	-	-	-	-	65,000
Net loss	-	-	-	-	-	-	-	-	-
Balance, March 31, 2015	**500,000**	**$ 500**	**500,000**	**$ 500**	**-**	**-**	**359,925**	**$ 143,970**	**898,459**
Common stock issued for Cash ($1.00/share)	-	-	-	-	-	-	-	-	30,000
Common stock issued for Cash ($1.23/share)	-	-	-	-	-	-	-	-	12,153
Common stock issued for Goodwill ($1.34/share)	-	-	-	-	-	-	-	-	26,675
Common stock issued for Cash ($1.50/share)	-	-	-	-	-	-	-	-	58,668
Common stock issued for Cash ($1.72/share)	-	-	-	-	-	-	-	-	17,267
Issuance of Shares for Services	-	-	-	-	-	-	-	-	500,000
Net loss	-	-	-	-	-	-	-	-	-
Balance, June 30, 2015	**500,000**	**$ 500**	**500,000**	**$ 500**	**-**	**-**	**359,925**	**$ 143,970**	**1,543,222**

ıon Stock tricted it $0.001 Par Value ar Value Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
$ 311,947	$ -	$ -	$ 456,891
5,000	-	-	5,000
20,000	-	-	20,000
10,400	-		10,400
217	129,783	-	130,000
-	-	(248,460)	(248,460)
$ 347,564	$ 129,783	$ (248,460)	$ 373,832
-	475	-	(0)
10,000	-	-	10,000
-	128,980	-	-
(128,980)	-	-	-
-	(500)	-	-
-	-	-	-
$ 228,584	$ 258,738	$ (248,460)	$ 383,832
-	-	-	-
104,800	157,200	-	262,000
26,000	39,000		65,000
-	-	(267,982)	(267,982)
$ 359,384	**$ 454,938**	**$ (516,442)**	**$ 442,850**
12,000	18,000	-	30,000
4,861	10,139	-	15,000
10,670	25,000	-	35,670
23,467	64,534	-	88,001
6,907	22,792	-	29,699
200,000	300,000	-	500,000
-	-	(746,954)	(746,954)
$ 617,289	**$ 895,403**	**$ (1,263,396)**	**$ 394,266**

Biostem Technologies, Inc
Notes to Consolidated Financials
As of September 30, 2015

Note 1 Organization and Nature of Operations

Biostem Technologies, Inc. (the "Company"), was formerly incorporated as Aladdin & Company Trading in Utah on July 7, 2006. Aladdin & Company Trading later changed its name to Caribbean Casino & Gaming Corporation and re-domiciled to Florida on March 2, 2009. Caribbean Casino & Gaming Corporation further changed its name to Caribbean International Holdings, Inc. on January 7, 2013. On August 28, 2014, the Company changed its name to Biostem Technologies Inc.

The Company is devoting to educate, provide and share with the world the benefits of using stem cells and telomere science to promote anti-aging, life extension, and defeating disease. Currently, the Company has four wholly owned subsidiaries, under which it operates its businesses:

- Biostem Wellness, Inc., a Florida corporation, that is developing for sale a production line of anti-aging nutraceutical products.
- Biostem Farma, Inc., a Delaware corporation provides stem cell therapy treatments.
- Biostem University., a Delaware corporation educates future administers or providers in patented cell treatment protocols.
- Biostem Helps, Inc., a Delaware corporation works with leading non-profit organizations to actively work with people across the globe to engage in combating illness and disease.

The Company is currently developing its first four nutraceutical products. In addition, the Company is continuing to build its stem cell therapy services, which is being offered through Biostem Technologies, Inc.

The Company's fiscal year end is December 31.

Note 2 Summary of Significant Accounting Policies

Going Concern

The Company needs to raise additional working capital. The timing and degree of any future capital requirements will depend on many factors. Currently, the Company's burn rate is approximately $154,000 per month, excluding capital expenditures. The Company has no sales and thus no source of income and as such has only cash on hand to fund its operations. Based on the above, there is substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements were prepared assuming the Company is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of the liabilities that might result from the outcome of this uncertainty.

Biostem Technologies, Inc
Notes to Consolidated Financials
As of September 30, 2015

Basis of Presentation

The Company is a biotechnology company focused on the development of anti-aging nutraceutical products, stem cell therapies, and educational provider of cell treatment protocols. The Company is a development stage company. The Company currently generates no revenue.

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes.

Such estimates and assumptions impact both assets and liabilities, including but not limited to: net realizable value of accounts receivable and inventory, estimated useful lives and potential impairment of property and equipment, the valuation of intangible assets, estimate of fair value of share based payments and derivative liabilities, estimates of tax liabilities and estimates of the probability and potential magnitude of contingent liabilities.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future non-conforming events. Accordingly, actual results could differ significantly from estimates.

Risks and Uncertainties

The Company's operations are subject to risk and uncertainties including financial, operational, regulatory and other risks including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in its sales and earnings. The factors expected to contribute to this variability include, among others: (i) the uncertainty associated with the commercialization and ultimate success of the product; (ii) competition inherent at national market where product is expected to be sold; (iii) general economic conditions; and (iv) the related volatility of prices pertaining to the cost of sales.

Principles of Consolidation

The consolidated financial statements include the accounts of Biostem Technologies, Inc. and the Subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation.

Biostem Technologies, Inc
Notes to Consolidated Financials
As of September 30, 2015

Cash and Cash Equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions, and all highly liquid investments with an original maturity of three months or less.

Valuation of Long-Lived Assets and Identifiable Intangible Assets

The Company reviews for impairment of long-lived assets and certain identifiable intangible assets whenever events or changes in circumstances indicate that the carrying amount of any asset may not be recoverable. In the event of impairment, the asset is written down to its fair market value. The Company determined no impairment adjustment was necessary for the periods presented.

Furniture and Equipment

Furniture and equipment is stated at cost, less accumulated depreciation, and is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Depreciation of property and equipment is provided utilizing the straight-line method over the estimated useful lives, ranging from 5-7 years of the respective assets. Expenditures for maintenance and repairs are charged to expense as incurred.

Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Fair Value of Financial Instruments

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

The following are the hierarchical levels of inputs to measure fair value:

- Level 1 – Observable inputs that reflect quoted market prices in active markets for identical assets or liabilities.
- Level 2 – Inputs reflect quoted prices for identical assets or liabilities in markets that are

not active; quoted process for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3 – Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expenses, other current assets, accounts payable & accrued expenses, and certain notes payable approximate their fair values because of the short maturity of these instruments.

The Company accounts for its derivative liabilities, at fair value, on a recurring basis under level 3. See Note 6.

Embedded Conversion Features

The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion features.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of it financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income.

For option-based simple derivative financial instruments, the Company uses the Black-Scholes option-pricing model to value the derivative instruments at inception and subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

Beneficial Conversion Feature

For conventional convertible debt where the rate of conversion is below market value, the Company records a "beneficial conversion feature" ("BCF") and related debt discount.

When the Company records a BCF, the relative fair value of the BCF is recorded as a debt discount against the face amount of the respective debt instrument (offset to additional paid in

capital) and amortized to interest expense over the life of the debt.

Debt Issue Costs and Debt Discount

The Company may record debt issue costs and/or debt discounts in connection with raising funds through the issuance of debt. These costs may be paid in the form of cash, or equity (such as warrants). These costs are amortized to interest expense over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

Original Issue Discount

For certain convertible debt issued, the Company may provide the debt holder with an original issue discount. The original issue discount would be recorded to debt discount, reducing the face amount of the note and is amortized to interest expense over the life of the debt.

Earnings (Loss) Per Share

Basic net earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of common stock outstanding during each period. Diluted earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of common stock, common stock equivalents and potentially dilutive securities outstanding during each period.

The Company uses the "treasury stock" method to determine whether there is a dilutive effect of outstanding convertible debt, option and warrant contracts. For the nine-month ended September 30, 2015 and 2014, the Company reflected a net loss and a dilutive net loss, and the effect of considering any common stock equivalents would have been anti-dilutive for the period. Therefore, separate computation of diluted earnings (loss) per share is not presented for the periods presented.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using exacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Consolidated Statements of Operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position 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 should be measured based on the largest benefit that has a greater than fifty (50) percent likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

The Company's tax returns are subject to examination by the federal and state authorities for the year ended 2014.

The Company did not record a provision or benefit for income taxes during the nine-month ended September 30, 2015.

Recently Issued Accounting Pronouncements

In May 2014, the FASB and International Accounting Standards Board issued a converged final standard on the recognition of revenue from contracts with customers. This updated guidance provides a framework for addressing revenue recognition issues and replaces almost all existing revenue recognition guidance in current U.S. generally accepted accounting principles. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively, and improve guidance for multiple-element arrangements. This guidance is effective for interim and annual periods beginning after December 15, 2017. Management has not yet evaluated the future impact of this guidance on the Company's financial position, results of operations or cash flows.

In September 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern.* This ASU describes how an entity should assess its ability to meet obligations and sets disclosure requirements for how this information should be disclosed in the financial statements. The standard provides accounting guidance that will be used with existing auditing standards. The amendments in this ASU are effective for the annual

period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The adoption of this guidance will be examined for the year ended December 31, 2016, and if applicable at that time, will require management to make the appropriate disclosures.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to the Company's financial position, results of operations or cash flows.

Note 3 Office Equipment

Furniture and equipment consisted of the following at September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014
Office Equipment	$ 355,447	$ 93,000
Furniture and Fixtures	—	—
Total	355,447	93,000
Less: Accumulated Depreciation	(27,850)	(2,220)
Furniture and Equipment - net	$ 327,597	$ 90,780

Note 4 Other Assets

Other assets consisted of the following at September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014
Prepaid Expense	$ 4,598	$ 298,475
Deposits	52,157	—
Goodwill	334,145	
Organization Cost	16,375	
Less: Impairment Charges	—	—
Less: Accumulated Amortization	(1,701)	—
Other Assets - net	$ 405,574	$ 298,475

Note 5 Convertible Debt - Net

The Company has recorded derivative liabilities associated with convertible debt instruments, as more fully discussed at Notes 6.

Biostem Technologies, Inc
Notes to Consolidated Financials
As of September 30, 2015

	Third Party	Related Party	Totals
Balance December 31, 2014	9,926	—	9,926
Add: Amortization of Debt Discount	8,348	—	8,348
Balance September 30, 2015	18,274	—	18,274
Less Current portion	(18,274)	—	(18,274)
Long-Term Convertible Debt	$ —	$ —	$ —

On October 30, 2014 and December 22, 2014 the Company issued pursuant to an offering (the "Notes Offering") 8% Convertible Promissory Notes (the "8% Notes") in the aggregate principal amount of $20,000 with certain "accredited investors" (the "Investors"), as defined under Regulation D, Rule 501 of the Securities Act. The entire aggregate principal amount of the Notes of $20,000 was outstanding as of September 30, 2015.

In addition to the terms customarily included in such instruments, the Notes began accruing interest on the date that each Investor submitted the principal balance of such Investor's Note, with the interest thereon becoming due and payable on the one year anniversary of said date, and quarterly thereafter. The principal balance of each Note and all unpaid interest will become due and payable twelve (12) months after the date of issuance. The principal and interest under the Notes are convertible into shares of the Company's common stock at 50% of the offer price based on a conversion formula and pursuant to the terms of a Subscription Agreement, dated as of October 30, 2014 and December 22, 2014, as applicable, by and between the Company and each Investor.

Note 6 Derivative Liabilities

The Company identified conversion features embedded within convertible debt issued in 2014. The Company has determined that the features associated with the embedded conversion option should be accounted for at fair value, as a derivative liability.

As a result of the application of ASC No. 815, the fair value of convertible is summarized as follow:

	September 30, 2015	December 31, 2014
Fair value at the commitment date - convertible debt	$ 10,944	$ 10,944
Fair value mark to market adjustment – convertible debt	(7,396)	(466)
Totals	$ 3,548	$ 10,478

The fair value at the commitment and re-measurement dates for the Company's derivative liabilities were based upon the following management assumptions as of:

	Commitment Date	Re-measurement Date
Expected dividends	0%	0%
Expected volatility	150%	114.16%
Expected term	1 year	0.23 year
Risk free interest rate	0.11% - 0.28%	0.001%

Note 7 Stockholders' Equity

(A) Common Stock

On January 7, 2015, the Company retired 128,979,751 shares of common stock. Furthermore, the Company has amended its Series B shares. The retiring of the 128,979,751 common shares to treasury reduced the total outstanding common shares by approximately 25%.

On January 12, 2015, the Company filed Articles of Amendment to institute a 1:400 reverse split of the common shares. The reverse split was effective on January 27, 2015.

For the nine-month ended September 30, 2015 and the year ended December, 31 2014, the Company issued the following common stock (quantity was shown as post 1:400 reverse split):

Transaction Type		Quantity	Valuation	Range of Value per Share
December 31, 2014				
Common stock issued for cash (post 1:400 reverse-split)	(1)	13,042	$ 135,000	$ 10.35
Common stock issued for services (post 1:400 reverse-split)	(2)	50,000	20,000	0.40
Common stock issued for prior acquisition (post 1:400 reverse-split)	(3)	26,000	10,400	0.40
		89,042	165,400	$.40-10.35
September 30, 2015				
Common stock issued for cash (post 1:400 reverse-split)	(4)	581,130	699,700	1.20
Common stock issued for services (post 1:400 reverse-split)	(5)	660,000	660,000	1.00
Common stock issued for prior acquisition (post 1:400 reverse-split)	(6)	26,675	35,670	1.34
		996,763	$1,772,146	$1.00-1.34

(1) Common stock issued for cash (post 1:400 reverse-split)

Each common stock was issued at par value of $0.001 prior to 1:400 reverse-split on January 27,

2015. Upon 1:400 reverse-split, the par value increased to $0.40 per share.

(2) Common stock issued for services (post 1:400 reverse-split)

In December 2014, the Company issued 20,000,000 shares originally for the services performed by third parties which the fair value was $20,000. Upon 1:400 reverse-split, the shares were reduced to 50,000 shares.

(3) Common stock issued for prior acquisition (post 1:400 reverse-split)

In December 2014, the Company issued 10,400,000 shares at the par value of $0.001 to fulfill the obligations that the Company owed to previous owners for the acquisition of the Company. Upon 1:400 reverse-split, the shares were reduced to 26,000 shares.

(4) Common stock issued for cash (post 1:400 reverse-split)

Beginning in 2015, the Company issued stock for cash at the price per share in range of $1.00 and $1.72. As of September 30, 2015, total shares of 581,130 been issued for total proceeds of $699,700.

(5) Common stock issued for services (post 1:400 reverse-split)

In April, June, and September 2015, the Company issued total of 660,000 shares for the consulting services performed by third parties, the fair value of the services was $660,000. The Company issued the stock at $1.00 per share.

(6) Common stock issued for prior acquisition (post 1:400 reverse-split)

In April 2015, the Company issued 26,675 shares at $1.34 per share to fulfill the obligations that the Company owed to previous owners for the acquisition of the Company.

(B) Additional Paid in Capital and Other Equity Transactions

The following transactions occurred during the period:

(1) Additional Paid in Capital

The net proceeds excess the par value of $0.40 would be recorded as Additional Paid in Capital. For the nine-month ended September 30, 2015, total cash proceeds of $467,248, services rendered by third parties of $396,000, and retirement of common shares to Series B-1 shares of $128,955 had been recorded as Additional Paid in Capital.

(2) Preferred Stock

The Company retired 128,979,751 common shares to treasury and issued new Preferred B stock

to the investors.

Note 8 Commitments and Contingencies

Operating Lease

In October, 2014, the Company executed a 36-month lease for a new corporate headquarters with an annual base rent of $25,879 annually through 2017. The Company paid a security deposit of $2,157.

Employment Agreements

In January 2015, the Company entered into new employment agreement with three officers. According to the new employment agreements, the new salary increased to the range of $180,000 and $250,000 annually and effective January 1, 2015.

Consulting Agreements

In December 2014, the Company entered into a consulting agreement with an advisor on anti-aging products. According to the consulting agreement, the Company will pay for the services the sum of $1,250 per month with a one-time issuance of 10,000,000 shares of restricted common capital stock (the total shares had been reduced to 25,000 shares upon reverse split).

In 2015, the Company entered consulting agreements with other consultants ("Consultants"). According to the consulting agreements, the Consultants are engaged to provide services for the development of anti-aging products, nutraceutical and pharmaceutical distribution, developing marketing plans, strategies, analyzing market data and other product development. The services performed by the Consultants would be compensated by the issuance of Company restricted common stock in range of 30,000 and 100,000 shares. One of these agreements had a term of thirty-six (36) months, and the Company will issue 100,000 shares each anniversary date for the next two (2) years.

Note 9 Subsequent Events

On October 29, 2015, the Company purchased a property located at Pompano Beach, Florida for $600,000 including tangible assets. The Company has paid $100,000 in cash and is financing the remaining balance at 5% interest rate. The Company is obligated to pay interest only for 18 months effective October 29, 2015. The principal is due in 18 months from the closing date. The property will be used as a laboratory for product research and development.