

## **OTC Pink Basic Disclosure Guidelines**

### **1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

RBC Life Sciences, Inc.

### **2) Address of the issuer's principal executive offices**

#### Company Headquarters

Address 1: 2301 Crown Ct, Irving, TX 75038

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: 972-893-4000

Email: daley.seeker@rbclifesciences.com

Website(s): rbclifesciences.com

#### IR Contact

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Website(s): \_\_\_\_\_

### **3) Security Information**

Trading Symbol: RBCL

Exact title and class of securities outstanding: Common Stock

CUSIP: 74926T 201

Par or Stated Value: \$0.001

Total shares authorized: 50,000,000

as of: 06/30/2016

Total shares outstanding: 2,213,010

as of: 06/30/2016

Additional class of securities (if necessary): n/a

Trading Symbol: \_\_\_\_\_

Exact title and class of securities outstanding: \_\_\_\_\_

CUSIP: \_\_\_\_\_

Par or Stated Value: \_\_\_\_\_

Total shares authorized: \_\_\_\_\_

as of: \_\_\_\_\_

Total shares outstanding: \_\_\_\_\_

as of: \_\_\_\_\_

#### Transfer Agent

Name: Fidelity Transfer Company

Address 1: 8915 S. 700 E. Suite 102, Sandy, Utah 84070

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: 801-562-1300

Is the Transfer Agent registered under the Exchange Act?\*

Yes: ☒

No: ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

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

None

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

none

B. Any jurisdictions where the offering was registered or qualified;

none

C. The number of shares offered;

none

D. The number of shares sold;

none

E. The price at which the shares were offered, and the amount actually paid to the issuer;

none

F. The trading status of the shares; and

none

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

none

## 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcig.com in the field below.

**The Condensed Consolidated Quarterly Financial Statements are incorporated by reference to the Quarterly Report for the Quarter ended June 30, 2016 as posted to otcig.com on August 12, 2016.**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

RBC Life Sciences, Inc. (along with its subsidiaries, sometimes hereinafter referred to collectively as "RBC" or the "Company") is engaged in the marketing and distribution of nutritional supplements and personal care products (collectively "Nutritional Products") through subsidiaries in North America and Southeast Asia. This product line is marketed under the "RBC Life" brand name and is sold in North America, Southeast Asia and Australia through a network of distributors that are referred to as "Members". The Members are independent contractors who purchase products for personal use, purchase products for resale to retail customers and sponsor other individuals as Members. Accordingly, Members may be product consumers only or they may also seek to derive compensation both from the direct sales of products and from sales generated by sponsored Members.

RBC also markets its Nutritional Products in certain international markets through license arrangements. The licensees are third parties who are granted exclusive rights to distribute RBC products in their respective territories and, for the most part, distribute these products through an independent distributor network in a licensed territory. Under these arrangements, the independent distributor network in a licensed territory is compensated by the licensee in accordance with a compensation plan similar to the one used by RBC for its Members.

In addition to its Nutritional Products, RBC also markets a line of wound care products ("Medical Products") under the MPM Medical brand name through a U.S. subsidiary. Medical Products are primarily distributed in the U.S. to hospitals, nursing homes, clinics and pharmacies through traditional medical/surgical supply dealers and pharmaceutical distributors. Medical Products are used to prevent and treat wounds, and manage pain associated with wounds, in the acute care, long-term care and oncology markets.

B. Date and State (or Jurisdiction) of Incorporation:

The Company was incorporated in 1999 in the state of Nevada.

C. the issuer's primary and secondary SIC Codes;

5190

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Nutritional products and wound care products; See A. above.

## **7) Describe the Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

We leased an approximately 119,000 square foot facility that housed our executive offices, manufacturing and laboratory facilities and warehousing and distribution operations for both the Nutritional Products and Medical Products business segments. This facility is located in Irving, Texas, and was subject to a lease that expired 4/30/16 with annual rent of approximately \$417,000. Upon termination of this lease, we entered into a new lease for approximately 56,000 square feet of this same facility effective May 1, 2016. This lease provides for a term of 3 years with annual rent of approximately \$264,000. The same business segments, offices, warehousing, and distribution operations are housed in this facility.

We also lease facilities in various countries in Southeast Asia that house administrative offices and warehousing and distribution operations related to the Nutritional Products business segment as follows:

Taiwan. We lease facilities in Taipei, Taiwan at an annual rental of approximately \$91,000. The lease agreement on this facility expired on April 30, 2016, and we extended this lease until April 30, 2018 for an annual rent of approximately \$85,000.

Hong Kong. We assumed responsibility for lease payments on a facility in Hong Kong at an annual rental of approximately \$157,000. The lease agreement on this facility expired on May 16, 2016. Effective April 1, 2016, the Company entered into a new lease on a new facility with an annual rent of approximately \$92,000 which expires March 31, 2018.

Malaysia. We lease facilities in Kuala Lumpur, Malaysia at an annual rental of approximately \$48,000. The lease agreement on this facility expires on March 1, 2017.

Indonesia. We lease facilities in Jakarta, Indonesia at an annual rental of approximately \$57,000. The lease agreement on this facility expired on June 1, 2016, and we extended this lease until February 17, 2017 for an annual rental of approximately \$33,000.

Philippines. We lease facilities in Makati City, Philippines, at an annual rental of approximately \$5,600. The lease agreement on this facility expires on September 30, 2016.

Brunei. We lease facilities in Kiulap, B.S.B. Brunei at an annual rental of approximately \$9,600. The lease agreement on this facility expires on February 28, 2017.

## **8) Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Officers:

Steven E. Brown, Chief Executive Officer, Director

Daley L. Seeker, Chief Financial Officer

Doug R. Wheeler, Vice President of Operations

Directors:

Clinton H. Howard, Chairman of the Board

Charles A. Boyce, Director

Andrew V. Howard, Director

Control Persons:

Clinton H. Howard

Leonid Lapp

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, 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);

None

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;

None

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

None

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.

None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Clinton H. Howard, Chairman of the Board  
3917 Fox Glen Drive, Irving, TX 75038  
Shares owned: 984,887  
Percentage owned: 44.5%

Leonid Lapp, President of Coral Club International, Inc.  
2301 Crown Ct, Irving, TX 75038  
Shares owned: 400,000  
Percentage owned: 42.7%

## 9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Evan M. Malloy, Partner  
Firm: Kelly Hart & Hallman, LLP  
Address 1: 201 Main Street, Suite 2500, Fort Worth, TX 76102  
Address 2: \_\_\_\_\_  
Phone: 817-878-3525  
Email: evan.malloy@kellyhart.com

### Accountant or Auditor

Name: David Ovesen, Partner  
Firm: Lane Gorman Trubitt, PLLC  
Address 1: 2626 Howell Street, Suite 700, Dallas, TX 75204  
Address 2: \_\_\_\_\_  
Phone: 214-871-7500  
Email: dovesen@lgt-cpa.com

### Investor Relations Consultant

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

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

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

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Daley L. Seeker, Chief Financial Officer, certify that:

1. I have reviewed this Annual Disclosure Statement of RBC Life Sciences, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/12/16

/s/ Daley L. Seeker  
Chief Financial Officer

I, Steven E. Brown, Chief Executive Officer, certify that:

1. I have reviewed this Annual Disclosure Statement of RBC Life Sciences, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/12/16

/s/ Steven E. Brown  
Chief Executive Officer