

BIOELECTRONICS CORPORATION

OTC PINK

BASIC DISCLOSURE

STATEMENT

June 30, 2018

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.

BioElectronics Corporation

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 4539 Metropolitan Court

Address 2: Frederick, MD 21704

Address 3: _____

Phone: 301-874-4890 / 1-866-757-2284

Email: info@bielcorp.com

Website(s): www.bielcorp.com

IR Contact

Address 1: 4539 Metropolitan Court

Address 2: Frederick, MD 21704

Address 3: _____

Phone: 949-707-5365

Email: pknopick@eandecomunications.com

Website(s): www.bielcorp.com

3) Security Information

Trading Symbol: BIEL

Exact title and class of securities outstanding: common stock

CUSIP: 09062H108

Par or Stated Value: .001

Total shares authorized: 25,000,000,000 as of: 7/5/2018

Total shares outstanding: 19,336,137,045 as of: 6/30/2018

Transfer Agent

Name: Action Stock Transfer

Address 1: 2469 E. Fort Union Blvd., Suite 214

Address 2: Salt Lake City, UT 84121

Address 3: _____

Phone: 801 274 1088

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.

Common Stock Issuances 2016
February 2016 Issued 63 million shares to Robert McGuire for consulting services.
March 2016 St. John's Conversion of Promissory Note into 332 Million Shares of Common Stock
April 2016 issued 184 Million Shares of Commons Stock to Lauren Jarman for Conversion of Promissory Note.
April 2016 Investor Michael Sobeck Conversion of Promissory Note into 221.6 Million Shares of Common Stock.
May 2016 issued 181.3 Million Shares of Commons Stock to Lauren Jarman for Conversion of Promissory Note.
July 2016 IBEX Conversion of Promissory Note into 111.3 Million Shares of Common Stock.
July 2016 Michael Sobeck Conversion of Promissory Note into 54.5 Million Shares of Common Stock.
August 2016 IBEX Conversion of Promissory Note into 138.7 Million Shares of Common Stock.
August 2016 Chestnut Hill Capital Conversion of Promissory Note into 141.4 Million Shares of Common Stock.
September 2016 Adar Bays LLC Conversion of Promissory Note into 100.0 Million Shares of Common Stock.
September 2016 Chestnut Hill Capital Conversion of Promissory Note into 179.1 Million Shares of Common Stock.
September 2016 Adar Bays LLC Conversion of Promissory Note into 116.7 Million Shares of Common Stock.
September 2016 Tangiers Investment Group Conversion of Promissory Note into 66.5 Million Shares of Common Stock.
October 2016 Tangiers Investment Group Conversion of Promissory Note into 83.1 Million Shares of Common Stock.
October 2016 Adar Bays LLC Conversion of Promissory Note into 140.0 Million Shares of Common Stock.
October 2016 Chestnut Hill Capital Conversion of Promissory Note into 280.0 Million Shares of Common Stock.
October 2016 Tangiers Investment Group Conversion of Promissory Note into 83.1 Million Shares of Common Stock.
October 2016 IBEX Conversion of Promissory Note into 43.2 Million Shares of Common Stock.
October 2016 Istvan Elek Conversion of Promissory Note into 80.0 Million Shares of Common Stock.
October 2016 GPL Ventures Conversion of Promissory Note into 100.0 Million Shares of Common Stock.
November 2016 Issued 87.3 million shares to Robert McGuire for consulting services.
November 2016 IBEX Conversion of Promissory Note into 95.0 Million Shares of Common Stock.
November 2016 Adar Bays LLC Conversion of Promissory Note into 135.0 Million Shares of Common Stock.
November 2016 Chestnut Hill Capital Conversion of Promissory Note into 350.0 Million Shares of Common Stock.
November 2016 Adar Bays LLC Conversion of Promissory Note into 175.0 Million Shares of Common Stock.
December 2016 Istvan Elek Conversion of Promissory Note into 183.3 Million Shares of Common Stock.
December 2016 Tangiers Investment Group Conversion of Promissory Note into 360.1 Million Shares of Common Stock.
December 2016 Chestnut Hill Capital Conversion of Promissory Note into 166.7 Million Shares of Common Stock.

4) Issuance History (Continued)

<u>Common Stock Issuances 2017</u>
January 2017 Chestnut Hill Capital Conversion of Promissory Note into 166.7 Million Shares of Common Stock.
January 2017 Tangiers Investment Group Conversion of Promissory Note into 360.1 Million Shares of Common Stock.
January 2017 Chestnut Hill Capital Conversion of Promissory Note into 166.7 Million Shares of Common Stock.
February 2017 Chestnut Hill Capital Conversion of Promissory Note into 166.7 Million Shares of Common Stock.
February 2017 Adar Bays LLC Conversion of Promissory Note into 200.0 Million Shares of Common Stock.
February 2017 Chestnut Hill Capital Conversion of Promissory Note into 28.1 Million Shares of Common Stock.
February 2017 Chestnut Hill Capital Conversion of Promissory Note into 93.1 Million Shares of Common Stock.
February 2017 Adar Bays LLC Conversion of Promissory Note into 250.0 Million Shares of Common Stock.
February 2017 Adar Bays LLC Conversion of Promissory Note into 25.0 Million Shares of Common Stock.
February 2017 IBEX Conversion of Promissory Note into 23.0 Million Shares of Common Stock.
February 2017 Istvan Elak Conversion of Promissory Note into 51.7 Million Shares of Common Stock.
February 2017 Issued 25.0 Million Shares of Common Stock to Richard Staelin.
March 2017 Chestnut Hill Capital Conversion of Promissory Note into 168.0 Million Shares of Common Stock.
March 2017 Chestnut Hill Capital Conversion of Promissory Note into 184.0 Million Shares of Common Stock.
March 2017 Adar Bays LLC Conversion of Promissory Note into 90.9 Million Shares of Common Stock.
March 2017 IBEX Conversion of Promissory Note into 81.8 Million Shares of Common Stock.
March 2017 Istvan Elak Conversion of Promissory Note into 72.7 Million Shares of Common Stock.
March 2017 Chestnut Hill Capital Conversion of Promissory Note into 113.9 Million Shares of Common Stock.
March 2017 Adar Bays LLC Conversion of Promissory Note into 107.6 Million Shares of Common Stock.
April 2017 Chestnut Hill Capital Conversion of Promissory Note into 114.9 Million Shares of Common Stock.
April 2017 Chestnut Hill Capital Conversion of Promissory Note into 153.0 Million Shares of Common Stock.
May 2017 Richard Staelin Conversion of Promissory Note into 467.6 Million Shares of Common Stock.
August 2017 IBEX Conversion of Promissory Note into 96.3 Million Shares of Common Stock.
November 2017 IBEX Conversion of Promissory Note into 334.6 Million Shares of Common Stock.
December 2017 IBEX Conversion of Promissory Note into 484.3 Million Shares of Common Stock.
<u>Common Stock Issuances 2018</u>
March 2018 Riptide Capital Conversion of Promissory Note into 344.5 Million Shares of Common Stock.

5) Financial Statements

Financial Statements are attached.

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:

BioElectronics Corporation is the leading commercial stage company in the field of non-invasive electroceutical medical devices. The devices are small, lightweight, and wearable that produces a pulsating electromagnetic field that affects cells and nerves to treat acute and chronic pain. The leading product ActiPatch Therapy is a drug-free, safe, and effective chronic pain therapy that reduces inflammation and pain by 57% and medication use by 50%. 48% of the UK users take opioids for chronic pain and 76% have experienced a moderate to complete elimination of the opioids.

ActiPatch therapy is the leading analgesic in Walgreens/Boots in the UK. The Company is aggressively pursuing US FDA over-the-counter market clearance to access the United States market.

Chronic Pain 20% of adults globally suffers from chronic pain. The chronic pain market is larger than diabetes, heart disease, and cancer combined. ActiPatch is an over-the-counter \$30.00 medical device, which addresses the unmet need for 1.5 billion worldwide chronic pain sufferers. Chronic pain modifies the way the central nervous system works. The modification results in an increase in pain perception from less provocation. The technology of the ActiPatch modulates the body's nerve activity to dampen the pain perception, which reduces drug use. Ken McLeod, PhD. Director of Clinical

Science and Engineering Research, Binghamton University State University of New York short video explains how the technology and ActiPatch work at <http://actipatch.com/why-actipatch/>. The technology has the potential to become the standard of care to be used throughout the healthcare continuum across the OTC and healthcare markets. BioElectronics technology offers significant opportunities in menstrual pain, heel pain, migraine headaches, diabetic neuropathy, postoperative surgery, chronic wounds, bone growth stimulation, and other applications.

In February 2017, BioElectronics announced that it received over-the-counter use market clearance from the US FDA for ActiPatch® for the adjunctive treatment of musculoskeletal pain related to plantar fasciitis of the heel, and osteoarthritis of the knee.

BioElectronics has filed on July 11, 2018 a 510(k) submission to obtain expanded market clearance for over-the-counter (OTC) treatment of musculoskeletal pain. This would make ActiPatch available as a drug-free, safe, pain relief option for the 126 million Americans (one in two adults) who are suffering with some form of musculoskeletal pain. While ActiPatch is already FDA cleared for treatment of pain from knee osteoarthritis (25 million) and plantar fasciitis (1 million annually), expanded market clearance would allow additional products for the back (42 million), neck (19 million), hip (9 million),

7) Describe the Issuer's Facilities

The Company is headquartered, manages and operates its business at 4539 Metropolitan Court, Frederick, MD 21704 USA. The Company presently leases 4,100 sq. ft of space. The lease commenced on November 1, 2008 to October 31, 2011. The Company is currently on a month-to-month lease.

The main office consists of seven (7) offices, a conference room and reception area to accommodate staff and complete business activities. A separate area of space is dedicated to product, storage, packaging, machines, tables, and shipping supplies. It is well equipped with desks, computers, furniture, chairs, telephones, printers, copier, fax machine, cabinets and office supplies. The Company owns all furniture and fixtures.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

Andrew J. Whelan	Chairman, President & Director
Patricia Whelan	Director

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

In February 2016, the Securities and Exchange Commission instituted a public administrative and cease-and-desist proceedings, pursuant to Section 8A of the Securities Act of 1933 against the Company, its President, and IBEX, LLC, owned by the President's daughter Kelly Whelan, a major debtholder. The SEC objects to IBEX's stock and convertible note sales. Additionally, the SEC is asserting improper timing of two sales transactions in the audited fiscal year 2009 financial statements. Ibex maintains that all note sales were to qualified investors in accordance with SEC Rule 144 and held for longer than the SEC mandated holding period and were supported by proper legal opinions.

The SEC's Administrative Law Judge issued an Initial Decision recommending disgorgement of \$1,580,593 in profits from Andrew Whelan, Kelly Whelan, and BioElectronics, asserting that BioElectronics and IBEX, LLC were under the common control of Andrew Whelan and Kelly Whelan which invalidated the Rule 144 exemption. He has also recommended a Penny Stock Bar against Andrew Whelan and Kelly Whelan. The Supreme Court has subsequently ruled that disgorgement orders are a penalty subject to the five year statute of limitations which has currently reduced the order by \$813,000 to \$767,000.

The Administrative Law Judge's initial decision has to be finalized by the SEC Commissioner. In February, 2017 the SEC Commissioners agreed to a de novo review of the case. The pending issues in the petition to dismiss the Administrative Law Judge's Initial Decision are:

- There is no evidence that Andrew Whelan controlled his daughter Kelly Whelan, or that Kelly Whelan controlled BioElectronics.
- All the Ibex transactions were supported by independent legal opinion letters and complied with Rule 144. The Administrative Law Judge excluded the independent legal opinions stating that he has never accepted legal opinions as a defense.
- The Administrative Law Judge excluded expert investment testimony to show that Kelly Whelan's conduct was consistent with that of a major investor.
- The Administrative Law Judge also excluded expert legal opinion asserting that BioElectronics was not a reporting company. Additionally, the Administrative Law Judge misstated the number of shareholders to assert that BioElectronics was required to report to the SEC.
- Neither the SEC nor the Courts have the authority to issue disgorgement orders. In the recent decision on the statute of limitations, the Supreme Court noted that the case could not be relied on as the Court's concurrence that the SEC of the lower Courts had authority to issue disgorgement orders.
- The Administrative Law Judges' employment by the SEC is unconstitutional because the scope of their authority mandates that they need to be appointed by the President or directly by the SEC Commissioners. The Supreme Court has accepted the issues and has ruled that the SEC's employment of Administrative Law Judges is unconstitutional. The SEC commissioners have now twice stayed further action on the pending cases until August 22, 2018 to determine disposition of the cases.

While the outcome of our case is uncertain at this time, the Company continues to defend its actions, and thus no liability has been recorded as of the date of issuance of the year-end 2017 financial statements.

- 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.

None

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: Sonfield & Sonfield

Address 1: 2500 Wilcrest, 3rd Floor

Address 2: Houston, TX 77042

Phone: 713-877-8333

Email: robert@sonfield.com

Accountant

Name: Brian P. Flood

Firm: Consult Your CFO

Address 1: 1680 Nickerson Way

Address 2: Arnold, MD 21012

Phone: 443-838-6352

Email: bflood@cfochesapeake.com

Investor Relations Consultant

Name: Paul Knopick

Firm: E & E Communications

Address 1: 8604 Gardenia Drive

Address 2: Denton, Texas 76207

Phone: 940-262-3584

Email: ir@bielcorp.com

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, Andrew J. Whelan certify that:

1. I have reviewed this Quarterly Basic Disclosure Statement of BioElectronics Corporation;

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 this 14th day of August 2018

Certified by: /s/ Andrew J. Whelan
Andrew J. Whelan, Chief Executive Officer

Certified by: /s/ Andrew J. Whelan
Andrew J. Whelan, President