

DISCLOSURE STATEMENT

FOR

SEALIFE

CORPORATION

- 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.

Sealife Corporation, a Nevada Corporation.

(Formerly Sealife Corporation, a Delaware Corporation)

- 2) Address of the issuer's principal executive offices

Company Headquarters Address

Sealife Corporation

17870 Castleton Street, # 205

City of Industry, CA. 91748

Email: amychen3688@gmail.com

Telephone Number: **909 908-9129**

- 3) Security Information

Trading Symbol: **SLIF**

Exact title and class of securities outstanding:

Common Stock:

The authorized shares consist of 900,000,000 shares of common stock at par value of \$0.0001 per share, as of March 1, 2019.

Shares Outstanding At March 1, 2019:

Outstanding Restricted Common Shares: 841,902, 735

Outstanding Non-Restricted Common Shares: 28,398,989

Total Common Shares Outstanding: 870,301,724

Total Active Shareholders: 134 Shareholders

Transfer Agent

Name: **Signature Stock Transfer Inc.**

LOCATION

14673 Midway Road, Suite #220,

Addison, Texas 75001

Telephone: **972 612-4120**

Is the Transfer Agent registered under the Exchange Act?

Yes

List any restrictions on the transfer of security: None, beyond compliance with the 33 Act if applicable under jurisdictional rules, as to resale of securities.

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

None

4) Issuance History

A. 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 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.); Name Issue Date Cost # of Shares Earned, Legend

- 1. 500,000,000 Common Shares issued to George Shen, on March 15th, 2017, at the time a Director, CEO, and controlling shareholder, in consideration for the cancellation of \$50,000.00 in debt owed to Mr. Shen as a result of cash loans made by Mr. Shen to the Corporation over the preceding 16 months. Shares were issued with restriction, in a transaction exempt from registration under the Securities Act of 1933 (the "33 Act"), reliance on Section 4(2), and/or Rule 504 thereof.**
- 2. 75,000,000 Common Shares issued to George Shen, on March 15th, 2017, at the time a Director, CEO, and controlling shareholder, in consideration for management consulting services rendered by Mr. Shen to the Corporation in his capacity as CEO over the preceding 16 months, having an agreed value of \$7,500.00 (\$0.0001 per share). Shares were issued with restriction, in a transaction exempt from registration in reliance on Section 4(2), and/or Rule 504 under the 33 Act.**
- 3. 153,356,704 Common Shares issued to "George Shen-in Trust for shareholders of Sanalife Marketing, Inc.", on June 1, 2017, in exchange for 100% of the outstanding stock of Sanalife Marketing, Inc. a corporation acquired by Sealife Corporation pursuant to a Plan of B Reorganization on said date. Sanalife Marketing, Inc. is currently the wholly owned subsidiary of Sealife Corporation. The shares were issued with restriction in a transaction exempt from registration in reliance on Section 4(2), Rule 504, and Regulation S under the Securities Act of 1933.**

4. The above referenced 500,000,000 common shares and 75,000,000 common shares issued to George Shen were subsequently transferred in full to, and are now held by, Dr. Rona Lin (Wenyan), MD, and represent the control block of outstanding shares of the Company. The shares referenced in 3. above have been transferred to Dr. Rona Lin (Wenyan), MD, 'in trust', for the former Sanalife shareholders.

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

None

C. The number of shares offered;

See item A above

D. The number of shares sold;

See item A above

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

See item A above

F. The trading status of the shares

The only exchange on which SLIF shares are trading is pink sheets over the counter market, and there is currently a stop sign on the listing of the shares there.

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.

See item A above

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering;

provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

See A above.

At February 28, 2019, there were a total of 870,301,724 common shares outstanding, held in the name of 134 shareholders, of which 28,398,989 were non-restricted common shares, and the balance were restricted common shares. No shares of Preferred stock were outstanding.

5) Financial Statements

Attached the following financial statements for the most recent fiscal quarter ends, and 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

Attached are consolidated unaudited financial statements for Sealife Corporation and its wholly owned subsidiary, SanaLife, Inc. for the Fiscal Years ending August 31, 2017, and 2018, and for the two quarters ending November 30, 2018, February 28, 2019.

The attached financial statements have been prepared in accordance with US GAAP by persons with sufficient financial skills.

6) Describe the Issuer's Business, Products and Services **Caveat:**

The following discussion and analysis should be read in conjunction with the consolidated financial statements and notes attached hereto. This Disclosure Statement contains "forward-looking statements" as that term is defined in Section 27A of the US Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Statements in this Disclosure Statement which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the inherent uncertainties associated with new projects and development stage companies such as Sealife, Sealife's current lack of sufficient operating capital, the limited nature of Sealife's current business, the risk of current tariffs and threatened tariffs on China on US imports, the strengthening of the dollar which makes US products more expensive in foreign markets, the limited staff available to Sealife (currently only its officers), the limited business experience in Sealife's market of that staff, and many other factors.

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;

Sealife's only activities are conducted through its wholly owned subsidiary, SanaLife Marketing, Inc. ("Sanalife").

All of the outstanding shares of Sanalife Marketing, Inc. were acquired by Sealife in exchange for the issuance of 153,356,704 Sealife Common Shares to the Sanalife Shareholders, in an exempt stock for stock reorganization completed on June 1, 2017. The 153,356,704 Sealife Common shares were issued in the name of George Shen, as Trustee for the former Sanalife shareholders, and subsequently transferred into the name of Dr. Lin Wenyan, as Trustee for the former Sanalife shareholders. The shares were issued with restriction in a

transaction exempt from registration in reliance on Section 4(2), Rule 504, and Regulation S under the Securities Act of 1933.

Sanalife is a small global marketer of health and beauty products, and a promoter of various membership and sales plans for the marketing of such products. It began operations in September 2015, from offices located in the City of Industry in California. SanaLife has to date realized modest sales in various regions in Asia. Management hopes to increase these sales, and perhaps expand Sanalife's business to other global regions including Latin America.

SanaLife's revenues consist primarily of both product sales and membership sales.

Primary products at this point are US quality and safe home cooking food products, and infant's consumption products, with sales direct toward the growing middle-class populations in Asian countries, such as China, Taiwan and Hong Kong. The Company places a strong emphasis on quality, natural, wholesome, green and often time organic products.

Sanalife's health products include high grade oils made for human consumption, including grapeseed oil, olive oil, avocado oil, sunflower oil, and sesame oil.

SanaLife also has a line of beauty products consisting of skin creams.

SanaLife offers for sale a variety of membership packages for the purchase and resale of its products at different ranks and prices in U.S. dollars. Purchasers of memberships become independent representatives. A portion of the membership purchases are attributed to product sales and a portion are attributed to Cumulative Value points awarded, which vary depending on the membership rank. Cumulative Value points can be used to purchase company inventory. Product purchases may also be made without the purchase of a membership package purchase.

Management has entered into contracts with existing e-commerce portals to distribute the Company's products, as well as with other online platforms. Management plans to develop additional business opportunities and entered into additional relationships to market its products both via internal multi-level distribution memberships and other e-commerce platforms, as well as

wholesale through more traditional channels, but there is no assurance it will be successful in this effort.

SanaLife sources the raw materials and other ingredients for its products from 3rd party providers, and then subcontracts production of products to third party vendors who have FDA approved facilities in and around California. It specifies label design and packaging design for third party vendors.

Earth Gen Biofuel, a company owned by former Sealife's CEO, George Shen, owes to Sanalife a total of \$ 176,307, for \$ loans advanced by Sanalife to that Company. The collectability of this debt is uncertain, and the note has been written off.

Prior History of Sealife Corporation

Sealife Corporation had previously been a dormant shell, having ceased operations in 2009, and having continued its corporate existence without assets or operations. On October 6, 2016, Sealife Corporation changed its domicile from Delaware to Nevada, and at the same time amended its Articles of Incorporation to increase its authorized capital to 900,000,000 common shares. Sealife currently operates as a Nevada domiciled Corporation, with its principle office in California.

Beginning in 2009, Sealife began acting as its own transfer agent, and between 2009 and December of 2016, Sealife issued restricted common shares to settle obligations, acting as its own transfer agent.

In September of 2016, new management took control of the corporation, and George Shen became its sole officer, director and controlling shareholder, having acquired a total of 74,566,341 outstanding shares in private placement transactions from existing shareholders.

In March of 2017, Mrs. Lin Wenyen, MD, Ph.D., and Lucia Kao (Yuan) were added to the Board of Directors.

On March 15, 2017, a total of 500,000,000 shares of restricted common shares were issued to Mr. Shen, in repayment for loans advanced to Sealife by Mr. Shen, and 75,000,000 shares of restricted common stock were also issued to Mr.

Shen in payment for the management services rendered by Mr. Shen to Sealife as its CEO over the preceding 16 months.

Mr. Shen was both the SanaLife and the Sealife controlling shareholder before SanaLife's acquisition by Sealife and abstained from voting when the Sealife and SanaLife Boards of Directors approved the SanaLife acquisition.

On April 27, 2018, Mr. George Shen sold all of his shares he owned personally in the Company to Dr. Lin Wenyen, MD, Ph.D., an existing Corporate Director, and concurrently Mr. Shen resigned as an officer and director of the Company in order to pursue other personal and business interests. As a result, Dr. Lin Wenyen, MD, Ph.D. became the controlling shareholder of the Company.

On August 15, 2018, the Company entered into a non-binding letter of intent with Zhu Huan Culture Media Co, Ltd, a company owned and controlled by He Ji Ting, contemplating the issuance by Sealife of approximately 580,000,000 shares of its common stock to Zhu Huan Culture Media Co, Ltd, in exchange for the transfer of unspecified assets of unspecified value. Zhu Huan Culture Media Co, Ltd failed to take further action toward finalizing the contemplated agreement, and on February 22, 2019, the Board of Directors of Sealife acted to terminate further discussion on the transaction proposed by Zhu Huan Culture Media Co, Ltd., and the proposed transaction was abandoned.

On August 28, 2018, Dr. Lin Wenyen resigned as the Chief Executive Officer of the Corporation, but continues to serve on the Board of Directors. On that date, the Board elected He Ji Ting as Chairman of the Board of Directors, and as Chief Executive Officer and the President of the Corporation.

The Board further elected Huang Su to serve as Treasurer and Chief Executive Officer of the Corporation.

On September 10, 2018, Lucia Kao resigned as the director of the corporation board, but continues to serve as the Secretary of the company.

On January 22, 2019, at an annual meeting of Shareholders, all directors were removed, and Lucia Kao, (Amy) Chen Jie, and David Zhang were elected to the Board of Directors as a new Board of Directors.

At a follow-on meeting of the Board of Directors also on January 22, the Board acted to remove all officers, and then the following new offices were elected: Chen (Amy) Jie was elected Chairman of the Board of Directors and Chief Financial Officer, and David Zhang was elected Chief Operating Officer.

As a result, as of March 1, 2019, the Board of Directors consists of, Lucia Kao, (Amy) Chen Jie, and David Zhang, and the sole officers of the Corporation are (Amy) Chen Jie, Chairman of the Board of Directors, Chief Executive Officer and Chief Financial Officer, and David Zhang, Chief Operating Officer. The offices of and Corporate Secretary are currently vacant.

As of October 1, 2018, Sealife had 870,301,724 shares of common stock outstanding, \$0.0001 par value, including the shares issued in the SanaLife acquisition. Sealife has no preferred stock outstanding.

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

Currently Nevada

Originally: July 9, 1984, Delaware

Redomiciled: October 6, 2016, Nevada

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

Primary: 4244; Secondary: none

D. the issuer's fiscal year end date;

Fiscal Year: August 31

E. principal products or services, and their markets;

Primary products at this point are US quality and safe home cooking food products, and infant's consumption products, with sales direct toward the growing middle-class populations in Asian countries, including China, Taiwan and Hong Kong. The Company places a strong emphasis on quality, natural, wholesome, green and often time organic products, and products produced in the US.

Sanalife's health products include high grade oils made for human consumption, including grapeseed oil, olive oil, avocado oil, sunflower oil, and sesame oil. SanaLife also has a line of beauty products consisting of skin creams.

SanaLife offers for sale a variety of membership packages for the purchase and resale of its products at different ranks and prices in U.S. dollars. Purchasers of memberships become independent representatives. A portion of the membership purchases are attributed to product sales and a portion are attributed to Cumulative Value points awarded, which vary depending on the membership rank. Cumulative Value points can be used to purchase company inventory. Product purchases may also be made without the purchase of a membership package purchase.

Sanalife has sold product to more than 1000 members who have bought products for their personal use.

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.

Plant and Equipment

Sealife maintains corporate offices in 1300 square feet, under a month to month lease at \$3,848.00 per month, at:

17870 Castleton Street, # 205

City of Industry, CA. 91748

Were the lease to be terminated, Sealife Corporation believes there are similar office facilities are readily available at comparable prices.

Sealife currently operates one corporate vehicle, utilized under a lease arrangement with a remaining 20 months to run, and pays a monthly rental of \$564.00 per month.

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.

The current Officers and Directors of Sealife Corporation are set forth below:

(Amy) Chen Jie, Director, Chairman of the Board of Directors, Chief Executive Officer and Chief Financial Officer.

Amy Chen Jie was born in 1969 in An Shan city, Liaoning Province, China and is 50 years old. She currently resides at 17800 E. Colima Road, # 718, Rowland Heights, CA 91748, and is a Permanent resident of United States. Ms. Jie is a graduate of Liaoning Economic Management Institute and holds a Degree in Business Management. Ms. Jie has served in various executive capacities in the banking industry over her career, and since 2007 has served as Vice Chairman and Manager of Jin Li metal structure corporation, which serves the construction industry. She also served as the Chairman and CEO of Hampshire Marketing Corporation, a US based company in import and export business

from 2015 - 2017. In addition, Ms. Jie has served as the Chinese Marketing Sr. Consultant for Sanalife Marketing since 2017. Sanalife is the Company's wholly owned operating subsidiary.

David Wei Zhang, Director and Chief Operating Officer

Mr. Zhang, age 58, and was born in Shanghai, China. He holds an Electrical Engineering Degree from California State University, Northridge. From 1989 to the present, he has operated as a licensed Residential Real Estate Appraiser in California, and is on the Approved Lender List for HSBC, Citibank, Bank of America, Wells Fargo, Chase Manhattan, Stonegate, Pacific National Bank, Chicago Bank And Flagstar.

Ms. Lucia Kao, Director of the Corporation.

Ms. Lucia Kao is 72 years of age, Lucia Kao is a director of Sanalife Marketing Corp. and a graduate of Sao Paulo university in Sao Paulo, Brazil. She moved to California and worked in the Real Estate industry for more than 15 years, Ms. Kao thrived in her real estate career and developed a solid background in her interpersonal and negotiation skills. Ms. Kao was invited the Chinese community at large in Southern California to own and manage a private K-12 academy to continue partial Chinese language education for the 2nd and 3rd generation Chinese Americans. In response she created the Asian Education Institute to inspire children and help them realize their full potential. Ms. Kao was the Vice President of Administration of Earth Gen Biofuel.

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.

Dr. Lin Wenyan, owns 649,566,341 Common shares, representing 74.6% of the outstanding shares of Sealife Corporation. Dr. Wenyan also holds as Trustee, and currently is entitled to vote as trustee, an additional 153,356,566 Common shares, held in trust for the former Shareholders of Sanalife, and representing an additional 23.6 % of the outstanding Common shares, which subsequently transferred all the shares to the new Chairman Ms. Amy Chen Jie.

No other shareholder owns 10% or more of the outstanding shares of the Company.

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:

Outside Legal Counsel Name:

Donald G. Davis, Esq.
The Law Offices of Davis & Associates
PO Box 842,
Palos Verdes Estates, CA 90274
Phone: 310 823 8300. Email: Don@securities-attys.com

Accountant or Auditor Name:

Elaine Zhao
1930 South Brea Canyon road, #150
Diamond Bar, CA 91765
Phone: 909 594 1503

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

none

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):

I, Amy Chen Jie, certify that:

- 1. I have reviewed this Disclosure Statement of Sealife 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.**

Date: March 20, 2019

/s/ Amy Chen Jie, Chief Financial Officer
and Chairman of the Board of Directors.