Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

VEGA BIOFUELS, INC.

A Wyoming Corporation

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0100

Annual Report
For the Period Ending: December 31, 2018
(the "Reporting Period")

As of 12-31-18, the number of shares outstanding of our Common Stock was:

24,425,965

As of September 30, 2018, the number of shares outstanding of our Common Stock was:

23,125,965

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[5] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[5] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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.

VEGA BIOFUELS, INC.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

January 21, 2010 State of Wyoming

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

2) Security Information

Trading symbol:	VGPR	
Exact title and class of securities outstanding:	Common	
CUSIP:	922547500	
Par or stated value:	.0001	
Total shares authorized:	1,000,000,000	as of date: 12-31-18
Total shares outstanding:	24,425,965	as of date: 12-31-18
Number of shares in the Public Float[6]:	4,243,432	as of date: 12-31-18
Total number of shareholders of record:	741	as of date: 12-31-18

Additional class of securities (if any):

Trading symbol:	VGPR	
Exact title and class of securities outstanding:	Preferred B	
CUSIP:	922547500	
Par or stated value:	.0001	
Total shares authorized:	90,000,000	as of date: 12-31-18
Total shares outstanding:	2,243,120	as of date: 12-31-18

Transfer Agent

Name: Action Stock Transfer Corp
Phone: 801-274-1088
Email: jb@actionstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?[7] Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

NONE

[6] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

[7] To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

The Company conducted a 1:250 reverse stock split of its Common stock on April 20, 2018

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of 9-30-18	Opening Balance: Common: 23,125,965 Preferred: 2,243,250		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
10-19-18	new issue	1300000	common	.0001	yes	* Pixel Arcanum, Inc.	preferred B conversion	restricted	144
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on 12-31-18]:	Ending Balance: Common: 24,425,965 Preferred: 2,243,120								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

The Company issued 5M restricted common shares to Jeff Levitan pursuant to debt conversion.

The Company issued 50M restricted common shares to Michael Molen for management services rendered to the Company.

The Company issued 50M restricted common shares to Doug Vence for management services rendered to the Company.

The Company issued 175M restricted common shares to Nexen Industries for production services rendered to the Company.

The Company conducted a 1 for 250 reverse split of its common shares.

The Company issued 28 common shares as rounding – DTC

The Company issued 5 common shares to Citibank as rounding – Gerlach

The Company issued 153 common shares to National Financial Services – rounding

The Company issued 521 common shares to TD Ameritrade – rounding

The Company issued 7.5M restricted common shares to Michael Molen for management services rendered to the Company.

The Company issued 454,545 restricted common shares to Conduit, LLC pursuant to debt conversion.

The Company issued 757,575 restricted common shares to Zenith Partners Intl, LLC pursuant to debt conversion.

The Company issued 900,000 restricted common shares to Matthew Nicoletti pursuant to debt conversion.

The Company issued 3 common shares to RBC Capital – rounding

The Company issued 1,300,000 restricted common shares to Pixel Arcanum, Inc. pursuant to Preferred B conversions.

Control person for Pixel Arcanum, Inc. issuance is Seth Molen

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
4-11-16	30,000	30,000	______	10-11-16	Converts at .0001	Chris Molen.	Loan
8-20-15	20,000	20,000	______	8-20-16	Converts at .0001	Pixel Arcanum, Inc.	Loan
10-18-16	25,000	25,000	______	10-18-17	Converts at .005	Pixel Arcanu, Inc.	Loan
4-11-14	50,000	45,000	______	4-11-15	Converts at .00001	Mathew Nicoletti	Loan

Use the space below to provide any additional details, including footnotes to the table above:

______

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)[8]:

Name: **Vega Biofuels, Inc.**
Title: **Management**
Relationship to Issuer: **Management**

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

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

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ 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 statements in a separate report as described 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 OTCIQ in the field below.

[8] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Vega Biofuels, Inc.
Balance Sheet
December 31, 2018

ASSETS	
Current Assets:	
Cash	$ 182,010
Cash - restricted	-
Accounts receivable, net	-
Prepaid expenses	-
Inventory	-
Loan receivable - other	35,000
Total current assets	217,010
Equipment, net	-
License	500,000
	$ 717,010
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Accounts payable and accrued expenses	$ -
Notes payable - current	148,087
Loans payable - other	-
Due to related party	-
Total current liabilities	148,087
Non-current Liabilities	
Debentures payable, net of unamortized discount	-
Derivative liability	-
Total non-current liabilities	-
Stockholders' (deficit):	
Preferred Stock A, $0.0001 par value; 10,000,000 authorized, 1 share issued and outstanding	-
Preferred Stock B, $0.0001 par value; 90,000,000 authorized, 2,243,120 shares issued and outstanding	226
Preferred Stock C, $0.0001 par value; 20,000,000 authorized, -0- shares issued and outstanding	-
Common stock, $0.0001 par value; 500,000,000 shares authorized, 24,425,965 shares issued and outstanding	2,231
Additional paid in capital	4,696,302
Deficit	(4,129,836)
	568,923
	$ 717,010

See accompanying notes to financial statements.

Vega Biofuels, Inc.
Statements of Operations
For the Years Ended December 31, 2018 and 2017

	For the Year Ended December 31, 2018	2017
Revenue, net	$ 34,064	$ 104,196
Cost of goods sold	14,904	41,960
Gross income	19,160	62,236
Expenses:		
General and administrative expenses	152,341	158,619
Purchased research and development	-	-
	152,341	158,619
Net loss before other income and expenses and provision for income taxes	(133,181)	(96,383)
Other income and (expenses)		
Derivative (expense)/income	-	-
Interest income	-	-
Interest expense	-	-
Net loss before provision for income taxes	(133,181)	(96,383)
Provision for income taxes	-	-
Net loss	$ (133,181)	$ (96,383)
Loss per common share - Basic and fully diluted	$ (0.01)	$ (0.05)
Weighted average number of shares outstanding - Basic and fully diluted	15,334,819	2,102,246

See accompanying notes to financial statements.

Vega Biofuels, Inc.

Statement of Stock Activity and Stockholders' Equtiy

	Common Stock			Preferred A Stock			Preferred B Stock			Additional				Stockholders'
	Shares		Amount	Shares		Amount	Shares		Amount		Paid-in Capital		Deficit		Equity
Shares I/O 12/31/13	910,135,395	$	91,044	1	$	-	1,340,349	$	134	$	3,684,634	$	(3,392,445)	$	383,367
Shares I/O 3/31/14	910,135,395	$	91,044	1	$	-	1,340,349	$	134	$	3,684,634	$	(3,392,445)	$	383,367
Shares I/O 6/30/14	1,532,833,614	$	153,314	1	$	-	1,409,749	$	142	$	3,677,608	$	(3,439,119)	$	391,945
Shares I/O 12/31/14	1,720,005,042	$	172,031	1	$	-	1,983,449	$	200	$	3,763,438	$	(3,488,616)	$	447,053
Shares I/O 3/31/15	1,882,005,042	$	18,703	1	$	-	2,229,249	$	224	$	3,903,414	$	(3,666,846)	$	255,495
Shares I/O 6/30/15	2,362,005,042	$	18,703	1	$	-	2,222,249	$	223	$	3,903,414	$	(3,666,846)	$	255,494
Shares I/O 9/30/15	2,882,005,042	$	288,231	1	$	-	2,224,249	$	223	$	3,840,715	$	(3,688,176)	$	440,993
Shares I/O 12/31/15	113,607,580		11,270	1	$	-	2,224,249	$	223	$	4,143,666	$	(3,715,662)	$	439,497
Shares I/O 3/31/16	494,067,580	$	49,316	1	$	-	2,234,099	$	225	$	4,161,518	$	(3,745,662)	$	465,397
Shares I/O 6/30/16	689,067,580	$	68,816	1	$	-	2,266,099	$	227	$	4,151,166	$	(3,746,727)	$	473,482
Shares I/O 9/30/16	26,379,035	$	2,426	1	$	-	2,265,999	$	227	$	4,368,356	$	(3,882,177)	$	488,832
Shares I/O 12/31/16	79,857,823	$	7,774	1	$	-	2,264,339	$	228	$	4,400,007	$	(3,900,272)	$	507,737
Shares I/O 3/31/17	108,251,762	$	10,613	1	$	-	2,264,639	$	228	$	4,412,668	$	(3,894,362)	$	529,147
Shares I/O 6/30/17	159,751,762	$	15,763	1	$	-	2,261,989	$	228	$	4,417,518	$	(3,896,833)	$	536,676
Shares I/O 9/30/17	463,618,612	$	46,151	1	$	-	2,252,789	$	228	$	4,524,630	$	(3,999,885)	$	571,124
Shares I/O 12/31/17	525,563,057	$	52,345	1	$	-	2,251,789	$	228	$	4,522,686	$	(3,996,655)	$	578,604
Shares I/O 3/31/18	780,563,057	$	77,845	1	$	-	2,244,789	$	226	$	4,547,188	$	(4,071,279)	$	553,980
Shares I/O 6/30/18	15,325,965	$	1,321	1	$	-	2,244,530	$	226	$	4,687,212	$	(4,119,593)	$	569,166
Shares I/O 9/30/18	23,125,965	$	2,101	1	$	-	2,244,250	$	226	$	4,696,432	$	(4,132,380)	$	566,379
Shares I/O 12/31/18	24,425,965	$	2,231	1	$	-	2,243,120	$	226	$	4,696,302	$	(4,129,836)	$	568,923

Vega Biofuels, Inc.
Statements of Cash Flows
For the Years Ended December 31, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Net loss	$ (133,181)	$ (96,383)
Adjustments to reconcile net loss to net cash used by operating activities:		
Derivative expense/(income)	-	-
Warrant based consulting expense	-	-
Depreciation expense	-	-
Provision for doubtful accounts	-	-
Accounts receivable	-	-
Prepaid expenses	-	-
Inventory	-	-
Loan receivable	-	-
Accounts payable and accrued expenses	-	-
Debentures payable	-	-
Stock issued to repay debenture	-	-
Stock issued to acquire license	-	-
Preferred class B stock issued to repay notes payable	-	-
Preferred class B stock issued for services	-	-
Common stock issued for services	110,000	110,000
Net cash (used by) operating activities	(23,181)	13,617
Cash flows from investing activities:		
Increase in due from stockholder	-	-
License	-	-
Purchase of equipment	-	-
Net cash provided by investing activities	-	-
Cash flows from financing activities:		
Proceeds from issuance of common stock	-	-
Proceeds from sale of debentures	-	-
Proceeds from issuance of Preferred Class B stock	-	-
Contribution to additional paid in capital	-	-
Common stock issued to repay notes payable	13,500	57,250
Notes payable	11,500	2,750
Loans - other	-	-
Net cash provided by financing activities	25,000	60,000
Net increase in cash	1,819	73,617
Cash at beginning of period	180,191	106,574
Cash at end of period	$ 182,010	$ 180,191
Supplemental cash flow information:		
Cash paid during the period for:		
Interest	$ -	$ -
Income taxes	$ -	$ -

See accompanying notes to financial statements.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Vega was formed to pursue the production and sale of biofuel products throughout the world. With the growing need for clean energy, and the uncertain costs of fossil fuels, power generating plants around the world are looking at more useful and economical methods to run their power systems. The Company currently markets two products; a renewable energy product called Bio-coal and a soil enhancement called Biochar, both made from timber waste.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

C. Describe the issuers' principal products or services, and their markets

The Company currently markets two products; a renewable energy product called Bio-coal and a soil enhancement called Biochar, both made from timber waste.

6) 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.

7) 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 or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Michael Molen	Director	Atlanta, GA	522,670	common	.25	Restricted
Michael Molen	Director	Atlanta, GA	1	preferred A	75	Restricted
———	———	———	———	———	———	———
———	———	———	———	———	———	———
———	———	———	———	———	———	———

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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);

NO

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;

NO

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

NO

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.

NO

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Matthew McMrudo
Firm: McMurdo Law Group
Address 1: New York City
Address 2: ______
Phone: ______
Email: ______

Accountant or Auditor

Name: ______
Firm: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

Investor Relations Consultant

Name: ______
Firm: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name: ______
Firm: ______
Nature of Services: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

Name: ______
Firm: ______
Nature of Services: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

10) Issuer Certification

Principal Executive Officer:

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, Michael Molen] certify that:

1. I have reviewed this Annual Disclosure Statement] of Vega Biofuels, 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.

December 31, 2018 [Date]

"/s/Michael K. Molen [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, [identify the certifying individual] certify that:

1. I have reviewed this [specify either annual/quarterly/interim disclosure statement] of [identify issuer];

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]

_____ [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")