

COMPANY INFORMATION AND DISCLOSURE STATEMENT

ASC Biosciences, Inc.
(A Development Stage Company)

For the Three Months ended September 30, 2017.

1) Name of the issuer and its predecessor(s) (if any)

ASC Biosciences, Inc.

from April 13th to present (Accepted
by FINRA on May 9, 2017)

Nevis Capital Corporation from July 5th, 2013 to May 9,
2017.

Previous names:

Sino Cement, Inc., from September 15, 2010 to July 5th, 2013.

Ocean Energy, Inc. from November 28, 2007 to September 15, 2010

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

74-998 Country Club Drive

Suite 220-333

Palm Desert, CA 92260

Telephone No. (888) 705 2722

Email: neville@ascbio.com

Website: <http://www.ascbio.com>

IR contact: Not applicable

3) Security information

Trading Symbol: **ASCW.**

CIK No. 0001715455

We are currently authorized to issue one class of stock, common stock

The CUISP for our common stock is 00216Q102

Par or stated Value: \$0.001 per share

Total shares authorized: 50,000,000

Total Shares issued: 8,030,780

Total Shares Outstanding: 5,630,780

Transfer agent

Pacific Stock Transfer

6725 Via Austi Pkwy

Suite 300

Las Vegas, NC 89119

Pacific Stock Transfer is registered under the Exchange Act, and is a SEC approved
transfer agent.

List any restrictions on the transfer of security:

None

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

None.

4) Issuance History

ASC Biosciences, Inc. (formerly Nevis Capital Corporation) was incorporated on November 28, 2007 with the purpose of profitability producing and distributing Ocean Power Converters ("OPC") and supplying them to seashore consumers.

Information concerning the following specific items is furnished to provide a more complete understanding of the issuer's business development:

- a. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;
Nevis Capital Corporation was under the control of a Receiver from June 16, 2016 through February 27, 2017.

- b. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
On February 21, 2011 we entered into an agreement to acquire Tiger Fair Limited, a PRC based cement producer in exchange for 14,250,000 shares of our common stock.

On July 15, 2011 we agreed to transfer ownership of Tiger Fair Limited, and Tiger Fair Limited surrendered 14,250,000 shares of our common stock.

On October 19th, 2013 we acquired 100% of Macau Live Gaming SA, a Costa Rica Corp. and at the same time the control block of Nevis stock was acquired by III D.COM SA also a Costa Rica Corporation.

On May 17, 2017, ASC Biosciences, Inc. entered into an agreement with Stem Cell Development Fund, LLC for the sale of 800,000 shares of common stock for the price of \$1,544,000 or \$1.93 per share. Full details can be found in the recent press release.

- c. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

Nevis Capital Corporation is not in default of the terms of any note loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

- d. Any change of control;

On February 21, 2011 we issued 14,250,000 shares representing 92% of our common stock. The entire prior board of directors resigned and the Company came under new management and a new board of directors.

On July 18, 2011 we issued 10,000,000 shares representing 89% of our common stock to Shawn William Erickson. The entire prior board of directors resigned and the Company came under new management and a new board of directors.

On October 24, 2012 our director Mr. Marco Garduno Chavez acquired 10 million shares in a private transaction that resulted in a change of control. Mr. Chavez owns 89% of the Issuer's Common Shares.

On January 17, 2013, 8,500,000 common shares owned by Marco Garduno Chavez, CEO and Director, were surrendered to the Company.

On October 19th, 2013 the control block of 14,862,000, representing 54% of issued shares was sold by Marco Garduno Chavez to III D.COM SA in a private transaction.

- e. Any increase of 10% or more of the same class of outstanding equity securities;
On February 21, 2011 we issued 14,250,000 shares representing 92% of our common stock.

On July 18, 2011 we issued 10,000,000 shares to Shawn William Erickson representing 89% of our common stock.

On October 24, 2012 our director Mr. Marco Garduno Chavez acquired 10 million shares in a private transaction that resulted in a change of control. Mr. Chavez owns 89% of the Issuer's Common Shares.

- f. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization;

On September 15, 2010, the Company affected a 1.3089005 for 1 forward split of its capital structure such that every one share of common stock issued and outstanding prior to the split was exchanged for 1.3089005 post-split shares of common stock.

Also effective September 15, 2010, we changed our name from " Ocean Energy, Inc." to " Sino Cement, Inc.", by way of a merger with our wholly owned subsidiary Sino Cement, Inc., which was formed solely for the change of name.

On February 21, 2011 we entered into an agreement to acquire Tiger Fair Limited, a PRC based cement producer in exchange for 14,250,000 shares of our common stock.

On July 15, 2011 we agreed to transfer ownership of Tiger Fair Limited, and Tiger Fair Limited surrendered 14,250,000 shares of our common stock.

On January 17th, 2013 Mr. Marco Garduno surrendered to the treasury 8,500,000 of our common shares. On July 5th, 2013 the company effected a forward split such that every one share of common stock issued and outstanding and authorized prior to the split was exchanged for 10 post-split shares of common stock. We also changed the name of the corporation to Nevis Capital Corporation effective July 5th, 2013.

On October 19th, 2013 we acquired 100% of Macau Live Gaming SA, a Costa Rica Corporation and at the same time the control block of Nevis stock was acquired by Ill D.COM SA also a Costa Rica Corporation.

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| 6/16/2016 | <p>On June 16, 2016, the Second Judicial District Court for the State of Nevada ("Nevada Court") entered an order appointing Angela Collette, Esq. as Receiver over The Company.</p> <p>This action arose pursuant to a complaint (Case # CV16-00511) filed against The Company on March 8, 2016. The complaint sought relief for compensatory damages for breach of contract on a promissory note and the appointment of a receiver over The Company.</p> |
| 11/10/2016 | <p>On November 10, 2016, the Nevada Court entered a default judgment against The Company in the amount of \$266,493.01.</p> |
| 2/27/2017 | <p>Receiver files Motion to Ratify Judgment Purchase Agreements and Terminate Receivership.</p> |
| 2/27/2107 | <p>By Order of the Nevada Court, control of the Company was handed over to ASC Biosciences, Inc. free of all assets and liabilities, including the aforementioned default judgment.</p> |
| 2/27/2017 | <p>By order of the Nevada Court, 27,860,000 (pre-split) shares (13,930 post-split) were declared void and thus were stricken from The Company's stock ledger and balance sheet for non-payment of bargained for consideration by the four named stock recipients. See page 6, paragraph 2 of the Order Granting Motion of Receiver, Ratifying Judgment Purchase Agreements and Terminating Receivership ("The Order").</p> |
| 2/27/2107 | <p>By Order of the Nevada Court, we were authorized to issue 16,000,000,000 (pre-split) / 8,000,000 (post-split) shares representing 99.62% of our common stock to The Purchaser.</p> |
| ASC Biosciences, Inc. | <p>Period September 30, 2017</p> <p>Page 5</p> |

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|-------------|---|
| PP2/27/2017 | By Order of the Nevada Court, we were authorized to issue 40,000,000 (pre-split) / 20,000 (post-split) shares representing 0.25% of our common stock to a Third Party Purchaser. |
| 3/13/2017 | On March 13, 2017, the entire prior board of directors and all officers were removed by The Receiver, and new officers and Directors nominated by ASC Biosciences, Inc. were appointed. |

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| 3/16/2017 & 4/13/2017 effective 5/10/2017 | ASC Biosciences, Inc filed a "Name Consent or Release" with the Nevada Secretary of State, authorizing the Company to use the name ASC Biosciences, Inc., |
| 4/13/2017 effective 5/10/2017 | Board of Directors authorized the change of the Company's name from "Nevis Capital Corporation" to "ASC Biosciences, Inc.", thereby merging with our controlling Parent Company ASC Biosciences, Inc. |
| 4/13/2017 effective 5/10/2017 | The Company filed Amended Articles of Incorporation. As part of the amendment the Companies Authorized shares were reduced to Fifty Million. |
| 4/13/2017 effective 5/10/2017 | The company effected a One for Two Thousand (1 for 2000) reverse-split of its capital structure such that every two thousand shares (2,000) of common stock issued and outstanding prior to the split was exchanged for one (1) post-split share of common stock. (The reverse). |

- g. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and amounts involved;

Nevis Capital Corporation. is not a party to any current, past pending or threatened legal proceedings or administrative actions either by or against the issuer.

- h. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

On July 12, 2011 the Company filed SEC Form 15-12G "Certification and notice of termination of registration under Section 12(g) of the Securities Exchange Act of 1934."

There has not been any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board.

5) Financial Statement

The management prepared (unaudited) financial statements for the 3 Month period ended September 30, 2017 have been posted through OTC Disclosure & News Service and are incorporated in this quarterly report by reference.

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

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

ASC Biosciences, Inc. ("ASC" or the "Company") is a development stage biotechnology company that has a proprietary adult stem cell platform capable of forming nearly every tissue in the human body. These cells, Multipotent Adult Stem Cells ("MASCs"), will differentiate into cartilage, bone, tendon, muscle, ligament, fat, blood vessels, nerves, skin, etc. in humans. MASCs have apparent unlimited proliferation potential (do not reach replicative senescence) and have been shown to regenerate tissues by differentiating into the cell types at the site. MASCs lack the ability to cause a rejection response, and can thus be used allogeneically - which means that cells harvested from a single donor can be expanded in culture and the expanded cells can be used to treat hundreds, thousands, or millions of patients. ASC believes it has a sustainable competitive advantage with its MASCs. Once FDA approved, the Company's MASCs will replace the need to use autologous stem cells for therapies. The MASCs will essentially become known as "cells in a bottle", providing a specified dose of adult stem cells for specific therapies, which is an enormous advantage over harvesting cells from a patient's body. ASC intends to establish an intellectual property portfolio that will provide proprietary dominion in the repair and regeneration of all human tissues.

- b. Date and State (or Jurisdiction) of Incorporation;
ASC Biosciences, Inc. (Formerly, Nevis Capital Corporation) was incorporated in the State of Nevada on November 28, 2007.
- c. The issuer's primary and secondary SIC Codes;
Our primary **SIC Code is 2836** (Biological Products)
Equivalent **NAICS Code is 325414**
- d. The issuer's fiscal year end date: December 31st.

7) Describe the Issuer's Facilities

The Company maintains its administrative, executive and legal corporate offices at: 74-998 Country Club Drive, Suite 220-333, Palm Desert, CA 92260

8) Officers, Directors, and Control Persons

- a. Names of Officers, Directors and Control Persons:

Officers and Directors:

Mr. Neville Pearson, President / CEO Treasurer and Director

Mr.C.W. Gilluly, Secretary and Director

Dr. Paul Lucas, Director and Scientific Advisor

- b) Legal/Disciplinary History:

Neville Pearson has not in the last 5 years been the subject of:

1. A conviction a criminal proceeding or named as a defendant in a pending criminal proceeding;
2. The entry of an order, judgement 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 business, securities, commodities, or banking activities;
3. A finding or judgement by a court of competent jurisdiction, 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 judgement has not been reversed, suspended, or vacated; or
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.

Beneficial Shareholders/ Owner(s)

| | |
|---|---|
| 1. ASC Biosciences, Inc. Control Group | 8,000,000 shares of (restricted) common stock |
| 2. Public | 4,323 shares of (restricted) common stock |
| 3. Public | <u>26,457</u> shares of (free trading) common stock |
| Total | <u>8,030,780</u> |

9) Third Party Providers

Legal Counsel:

Mr. John D. Thomas PC
11650 South State Street,
Suite240
Draper
Utah 84020
United States

Auditor/Accountant:

To be appointed

Investor Relations / Marketing
Consultant

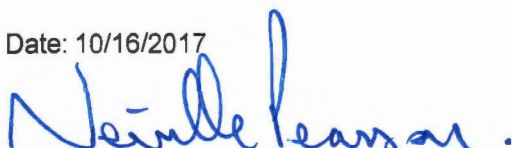
Salee Marketing, Inc
P.O. Box 223
Anna Maria, FL 34216

10) Successor Issuer Certification

I, Neville Pearson, certify that:

1. I have reviewed this initial information and disclosure statement of ASC Biosciences, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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: 10/16/2017


/s/ Neville Pearson

Title: Director/President