

VEGA BIOFUELS, INC.

**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PREPARED IN ACORDANCE WITH SEC RULE 15c2-11**

THIS STATEMENT IS COMPILED TO FULFILL THE DISCLOSURE REQUIREMENTS OF PINK SHEETS, LLC; THE ENUMERATED ITEMS AND CAPTIONS HEREIN CORRESPOND TO THE ITEMS AND CAPTIONS SET FORTH BY THE PINK SHEETS, LLC VERSION 9.1 DISCLOSURE GUIDELINES

ALL INFORMATION WITHIN THIS DOCUMENT HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF VEGA BIOFUELS, INC. BY THE OFFICERS AND DIRECTORS OF THE COMPANY.

ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

December 31, 2015

Item 1

The exact name of the company and its predecessor).
Vega Biofuels, Inc. 6-10 to present

Item 2

The address of the company's principal executive offices.
P.O. Box 922395 Norcross, GA 30010
Phone: 800-481-0186 Fax: 866-421-1216
Website: www.vegabiofuels.com

IR Contact:

The Company is responsible for its own Investor Relations. Contact information is the same as above.

Item 3

Trading symbol: VGPR.PK

The Company has the following classes of securities:

Common, Preferred A, Preferred B, Preferred C

CUSIP: 922547 203

Par value: .0000001

Common Shares Authorized: 500,000,000 (as of 12/31/15)

Common Shares outstanding: 113,607,580 (as of 12/31/15)

Preferred A Authorized: 10,000,000 (as of 12/31/15)

Preferred A Outstanding: 1 (as of 12/31/15)

Preferred B Authorized: 90,000,000 (as of 12/31/15)

Preferred B Outstanding: 2,247,249 (as of 12/31/15)

Preferred C Authorized: 20,000,000 (as of 12/31/15)

Preferred C Outstanding: 0 (as of 12/31/15)

The name and address of the transfer agent:

Action Stock Transfer Corp.
7069 S. Highland Dr., Suite 300
Salt Lake City, UT 84121

Action Stock Transfer Corp is registered under the Exchange Act.
There were no trading suspension orders issued by the SEC in the past 12 months

Item 4 Issuance History

The Company cancelled 90,000,000 common shares.

The Company issued 118,000,000 restricted common shares per Preferred B conversion.

The Company issued 307,500 restricted Preferred B shares to two parties.

The Company issued 261,800 restricted Preferred B shares to four parties.

The Company issued 162,000,000 restricted common shares per Preferred B conversion.

The Company issued 300,000,000 restricted common shares per Preferred B conversion.

The Company issued 60,000,000 restricted common shares for debt reduction.

The Company sold 18,000 Preferred B shares to one party.

The Company conducted a 1 for 300 reverse split of its Common shares.

The Company issued 50M restricted Common shares for services rendered to the Company.

The Company issued 55M restricted Common shares for debt reduction.

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

Item 5 Financials

Vega Biofuels, Inc.
Balance Sheet
December 31, 2015

ASSETS

| | |
|-------------------------|-------------------|
| Current Assets: | |
| Cash | \$ 43,684 |
| Loan receivable - other | 35,000 |
| Total current assets | <u>78,684</u> |
| License | <u>500,000</u> |
| | <u>\$ 578,684</u> |

LIABILITIES AND STOCKHOLDERS' EQUITY

| | |
|---|--------------------|
| Current Liabilities: | |
| Notes payable - current | \$ 139,187 |
| Total current liabilities | <u>139,187</u> |
| Stockholders' Equity: | |
| 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, 2,224,249 shares issued and outstanding | 224 |
| Preferred Stock C, \$0.0001 par value; 20,000,000 authorized, -0- shares issued and outstanding | - |
| Common stock, \$0.0001 par value; 50,000,000,000 shares authorized, | 11,270 |
| 113,607,580 shares issued and outstanding | 4,143,665 |
| Additional paid in capital | <u>(3,715,662)</u> |
| Deficit | <u>439,497</u> |
| | <u>\$ 578,684</u> |

See accompanying notes to financial statements.

Vega Biofuels, Inc.
Statements of Operations
For the Years Ended December 31, 2015 and 2014

| | For the Year Ended December 31, | |
|---|---------------------------------|----------------------|
| | 2015 | 2014 |
| Revenue, net | \$ 61,555 | \$ - |
| Cost of goods sold | 32,665 | - |
| Gross income | <u>28,890</u> | <u>-</u> |
| Expenses: | | |
| General and administrative expenses | <u>255,936</u> | <u>139,809</u> |
| | <u>255,936</u> | <u>139,809</u> |
| Net loss before other income and expenses and provision for income taxes | (227,046) | (139,809) |
| Provision for income taxes | <u>-</u> | <u>-</u> |
| Net loss | <u>\$ (227,046)</u> | <u>\$ (139,809)</u> |
| Loss per common share - Basic and fully diluted | <u>\$ (0.01)</u> | <u>\$ (0.00)</u> |
| Weighted average number of shares outstanding - Basic and fully diluted | <u>23,298,765</u> | <u>1,415,094,172</u> |

See accompanying notes to financial statements.

Vega Biofuels, Inc.

Statement of Stock Activity and Stockholders' Equity

| | Common Stock | | Preferred A Stock | | Preferred B Stock | | Additional | | Stockholders' | |
|---------------------|----------------|------------|-------------------|------|-------------------|------|-----------------|----------------|---------------|--|
| | Shares | Amount | Shares | Amt | Shares | Amt | Paid-in Capital | Deficit | Equity | |
| Shares I/O 12/31/08 | 120,445,787 | \$ 12,045 | - | \$ - | - | \$ - | \$ 2,348,128 | \$ (2,425,921) | \$ 84,000 | |
| Shares I/O 6/30/09 | 331,438,787 | \$ 33,144 | - | \$ - | - | \$ - | \$ 2,767,579 | \$ (2,428,421) | \$ 2,020,600 | |
| Shares I/O 9/30/09 | 367,438,787 | \$ 36,744 | - | \$ - | - | \$ - | \$ 2,767,579 | \$ (2,428,421) | \$ 2,060,600 | |
| Shares I/O 12/31/09 | 401,438,787 | \$ 40,143 | - | \$ - | - | \$ - | \$ 2,753,878 | \$ (2,428,421) | \$ 465,600 | |
| Shares I/O 3/31/10 | 666,438,787 | \$ 66,643 | - | \$ - | - | \$ - | \$ 2,763,878 | \$ (2,438,421) | \$ 375,600 | |
| Shares I/O 6/30/10 | 666,438,787 | \$ 66,643 | - | \$ - | - | \$ - | \$ 2,763,878 | \$ (2,438,421) | \$ 375,600 | |
| Shares I/O 12/31/10 | 29,504,522,195 | \$ 3,202 | 1 | \$ - | 447,000 | \$ - | \$ 2,850,519 | \$ (2,463,361) | \$ 390,360 | |
| Shares I/O 6/30/11 | 5,754,522,195 | \$ 575 | 1 | \$ - | 777,221 | \$ - | \$ 2,882,034 | \$ (2,489,749) | \$ 392,938 | |
| Shares I/O 9/30/11 | 6,354,522,195 | \$ 635,704 | 1 | \$ - | 779,221 | \$ - | \$ 2,262,860 | \$ (2,489,749) | \$ 408,893 | |
| Shares I/O 12/31/11 | 107,273,490 | \$ 10,758 | 1 | \$ - | 924,289 | \$ - | \$ 3,381,961 | \$ (2,999,336) | \$ 393,476 | |
| Shares I/O 3/31/12 | 126,023,490 | \$ 12,633 | 1 | \$ - | 945,589 | \$ - | \$ 3,438,083 | \$ (3,042,154) | \$ 408,658 | |
| Shares I/O 6/30/12 | 273,273,490 | \$ 27,358 | 1 | \$ - | 1,306,589 | \$ - | \$ 3,535,823 | \$ (3,146,824) | \$ 416,488 | |
| Shares I/O 9/30/12 | 735,473,490 | \$ 73,578 | 1 | \$ - | 1,293,089 | \$ - | \$ 3,588,605 | \$ (3,253,730) | \$ 408,582 | |
| Shares I/O 12/31/12 | 745,373,490 | \$ 74,568 | 1 | \$ - | 1,292,099 | \$ - | \$ 3,587,615 | \$ (3,271,940) | \$ 390,372 | |
| Shares I/O 3/31/13 | 717,135,395 | \$ 71,744 | 1 | \$ - | 1,287,099 | \$ - | \$ 3,638,440 | \$ (3,354,186) | \$ 356,126 | |
| Shares I/O 6/30/13 | 910,135,395 | \$ 91,044 | 1 | \$ - | 1,340,349 | \$ - | \$ 3,684,634 | \$ (3,392,445) | \$ 383,367 | |
| Shares I/O 9/30/13 | 910,135,395 | \$ 91,044 | 1 | \$ - | 1,340,349 | \$ - | \$ 3,684,634 | \$ (3,392,445) | \$ 383,367 | |
| Shares I/O 12/31/13 | 910,135,395 | \$ 91,044 | 1 | \$ - | 1,340,349 | \$ - | \$ 3,684,634 | \$ (3,392,445) | \$ 383,367 | |
| Shares I/O 3/31/14 | 910,135,395 | \$ 91,044 | 1 | \$ - | 1,409,749 | \$ - | \$ 3,677,608 | \$ (3,439,119) | \$ 391,945 | |
| Shares I/O 6/30/14 | 1,532,833,614 | \$ 153,314 | 1 | \$ - | 1,687,749 | \$ - | \$ 3,720,268 | \$ (3,470,333) | \$ 410,336 | |
| Shares I/O 9/30/14 | 16,002,005,042 | \$ 160,231 | 1 | \$ - | 1,983,449 | \$ - | \$ 3,763,438 | \$ (3,488,616) | \$ 447,053 | |
| Shares I/O 12/31/14 | 1,720,005,042 | \$ 172,031 | 1 | \$ - | 2,229,249 | \$ - | \$ 3,903,414 | \$ (3,666,846) | \$ 255,495 | |
| Shares I/O 3/31/15 | 1,882,005,042 | \$ 18,703 | 1 | \$ - | 2,222,249 | \$ - | \$ 3,903,414 | \$ (3,666,846) | \$ 255,494 | |
| Shares I/O 6/30/15 | 2,362,005,042 | \$ 18,703 | 1 | \$ - | 2,222,249 | \$ - | \$ 3,840,715 | \$ (3,688,176) | \$ 440,993 | |
| Shares I/O 9/30/15 | 2,882,005,042 | \$ 288,231 | 1 | \$ - | 2,224,249 | \$ - | \$ 4,143,666 | \$ (3,715,662) | \$ 439,497 | |
| Shares I/O 12/31/15 | 113,607,580 | \$ 11,270 | 1 | \$ - | 2,224,249 | \$ - | | | | |

Vega Biofuels, Inc.
Statements of Cash Flows
For the Years Ended December 31, 2015 and 2014

| | <u>2015</u> | <u>2014</u> |
|--|------------------|------------------|
| Cash flows from operating activities: | | |
| Net loss | \$ (227,046) | \$ (76,867) |
| Adjustments to reconcile net loss to net cash used by operating activities: | | |
| Loan receivable | - | (35,000) |
| Preferred class B stock issued to repay notes payable | 75,000 | 30,000 |
| Preferred class B stock issued for services | - | 5,000 |
| Common stock issued to repay notes payable | 15,490 | 32,300 |
| Common stock issued for services | 40,000 | 253 |
| Net cash (used by) operating activities | <u>(96,556)</u> | <u>(44,314)</u> |
| Cash flows from financing activities: | | |
| Proceeds from issuance of common stock | - | 10,000 |
| Proceeds from issuance of Preferred Class B stock | 89,000 | 63,000 |
| Notes payable | 9,210 | 20,000 |
| Loans - other | (12,700) | (12,300) |
| Net cash provided by financing activities | <u>85,510</u> | <u>80,700</u> |
| Net increase in cash | (11,046) | 36,386 |
| Cash at beginning of period | 54,730 | 18,344 |
| Cash at end of period | <u>\$ 43,684</u> | <u>\$ 54,730</u> |
| Supplemental cash flow information: | | |
| Cash paid during the period for: | | |
| Interest | \$ - | \$ - |
| Income taxes | <u>\$ -</u> | <u>\$ -</u> |

See accompanying notes to financial statements.

Item 6 Business Information

- A. 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. The Company was organized in 1986 in the State of Delaware. The Company moved to Wyoming in 2010.
- C. The Company has no primary or secondary SIC Codes
- D. The Company's fiscal year end is December 31.
- E. The Company's products are currently manufactured by a third party.

Item 7 Facilities

The Company's products are manufactured at a third party's facility located in Richlands, Virginia.

Item 8 A. Officers, Directors, and Control Persons

Officers and Directors

CEO: Michael K. Molen
 P.O. Box 922395, Norcross, GA 30010

President: Michael K. Molen
 P.O. Box 922395, Norcross, GA 30010

Board of Directors: Michael K. Molen, Chairman
 Same

Control Person(s):

Michael K. Molen 12,000,000 restricted common shares
P.O. Box 922395, Norcross, GA 30010

B. Legal/Disciplinary History

1. None of the foregoing persons have, in the last five years, been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding;
2. None of the foregoing persons have, in the last five years, been the subject of 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;

3. None of the foregoing persons have, in the last five years, been the subject of a finding or judgment 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 judgment has not been reversed, suspended, or vacated; or
4. None of the foregoing persons have, in the last five years, been the subject of 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.

C. Beneficial Shareholders

Persons owning more than five percent (5%) of the issuer's securities as of the date issued:

Michael K. Molen

P.O. Box 922395, Norcross, GA 30010

Item 9 Third Party Providers

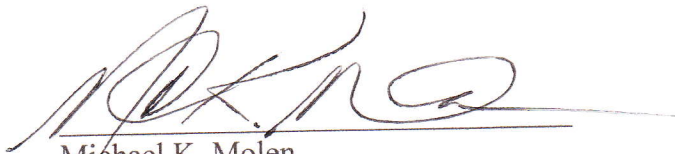
| | |
|-----------------------|--|
| Legal Counsel: | Douglas R. Daum, Attorney 3260 Hwy 78, Snellville, GA 30078 |
| Accountant: | David Aronson, Accountant P.O. Box 922395, Norcross, GA 30010 |

Item 10 Issuer Certification

I, Michael K. Molen, certify that:

1. I have reviewed this Year End Disclosure Statement of Vega Biofuels, Inc.; and
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 Vega Biofuels, Inc. as of and for the periods presented in this Disclosure Statement.

December 31, 2015

A handwritten signature in dark ink, appearing to read 'M. K. Molen', written over a horizontal line.

Michael K. Molen
Chairman/CEO