



OTC: RBII

A Delaware Corporation

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SIC Code 5182

Quarterly Report

FOR PERIOD ENDING SEPTRMBER 30, 2019

ALL INFORMATION CONTAINED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF RISING BIOSCIENCES, INC. A DELAWARE CORPORATION (THE "COMPANY") IN ACCORDANCE WITH RULE 15C2-11 AND 10B-5 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 144(C)(2) UNDER THE SECURITIES ACT.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS REPORT.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

INFORMATION CONTAINED IN THIS REPORT MAY CONTAIN FORWARD-LOOKING STATEMENTS, WHICH INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE REFLECTED IN THE FORWARD LOOKING STATEMENTS. FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY USE OF WORDS "EXPECT", "PROJECT", "MIGHT", "POTENTIAL", AND SIMILAR TERMS. THE COMPANY CAUTIONS READERS THAT ANY FORWARD-LOOKING INFORMATION IS NOT A GUARANTEE OF FUTURE PERFORMANCE AND THAT ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING INFORMATION. FORWARD-LOOKING STATEMENTS INVOLVE A NUMBER OF RISKS, UNCERTAINTIES OR OTHER FACTORS BEYOND THE COMPANY'S CONTROL. THESE FACTORS INCLUDE, BUT ARE NOT LIMITED TO OUR ABILITY TO IMPLEMENT OUR STRATEGIC INITIATIVES, ECONOMIC, POLITICAL AND MARKET CONDITIONS AND PRICE FLUCTUATIONS, GOVERNMENT AND INDUSTRY REGULATION, U.S. AND GLOBAL COMPETITION AND OTHER FACTORS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENT, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

As 09/30/2019, the number of shares outstanding of our Common Stock was: 843,725,348

As of 06/30/2019, the number of shares outstanding of our Common Stock was: 768,725,348.

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:

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

Part A: General Company Information

Item 1: The exact name of the issuer and its predecessors.

Rising Biosciences, Inc.

Formerly: Rising India, Inc. until 5-18

Formerly: NuEnergy Group, Inc. until 5-09

Formerly: Evening Star Hotels, Inc. until 2-03

Formerly: Circon Systems, Inc. until 3-99

The Company was incorporated on April 25, 1998 in the State of Delaware. The Company is currently active in Delaware.

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

Yes: No:

Item 2: Security Information

Trading Symbol: RBII

CUSIP: 767617 103

	SEPTEMBER 30, 2019	SEPTEMBER 30, 2018
Preferred Shares A		
Par Value:	.001	
Shares Authorized	10,000,000	10,000,000
Shares Outstanding	8,417,842	8,000,000
Beneficial Shareholders	3	2
Preferred Shares b		
Par Value:	.001	
Shares Authorized	10,000,000	
Shares Outstanding	0	
Beneficial Shareholders	0	
Common shares		
Par Value:	.001	
Shares Authorized	1,750,000,000	800,000,000
Shares Outstanding	843,725,348	619,115,348

Freely Tradable	837,459,012	468,396,690
Beneficial Shareholders	0	1
Total Shareholders of Record	97	97

Transfer Agent

Name: Signature Stock Transfer
Address: 14673 Midway Road - Suite 220
Addison, TX 75001
Telephone: 972-612-4120
Email: jason@signaturestocktransfer.com

Is the transfer Agent registered under the Exchange Act? *Yes*

List any restrictions on the transfer of Security:

No securities of this Issuer are subject to any additional restrictions unless otherwise noted by way of restrictive legend. Neither the Issuer nor any recognized regulatory body has imposed additional restrictions on the transfer of securities aside from required registration and/or exemption for resale of investment securities of which bare a standard restrictive legend.

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

There have been no suspension orders from the Securities and Exchange Commission nor has any recognized regulatory body imposed additional restrictions on the transfer.

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

While the Company is presently seeking and at various stages of negotiating potential acquisitions, joint-ventures, and/or mergers with operations pertaining to support and transactional businesses within the alternative medicine industry, the Company does not presently have definitive plans to issue dividends, recapitalize, or spin-off additional operations at this time. However, at the discretion of the Board of Directors and the Majority of Shareholders the aforementioned statements may be subject to change at any time.

Item 3: Issuance History.

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:

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?
			<p style="text-align: center;"><u>Opening Balance:</u> Common: 403,245,348 Preferred: 5,000,000</p>						
03/11/2016	Issuance	25,000,000	Common	\$.001	No	TomCat Pictures LLC Ted Chalmers	Acquisition	Restricted	

3/11/2016	Cancellation	(75,000,000)	Common	\$.001	No	Mayer Luce Investments	Funding Services	Restricted	
4/05/2016	Issuance	42,900,000	Common	\$.00005	Yes	Nuemark Group Shaun Diedrich	Debt conversion	Unrestricted	144
09/30/2016	Issuance	36,000,000	Common	\$.001	No	James DiPrima	CEO in lieu of salary	Restricted	
12/28/2016	Cancellation	(39,020,000)	Common	\$.001	No	James DiPrima	Cancel Salary	Restricted	
01/3/2017	Issuance	43,390,000	Common	\$.00015	Yes	Microcap Equity George Choi	Debt conversion	Unrestricted	144d
02/06/2017	Issuance	18,200,000	Common	\$.00005	Yes	CDN Associates Shaun Diedrich	Debt Conversion	Unrestricted	144d
02/07/2017	Cancellation	(3,600,000)	Common	\$.001	No	Mayer Luce Investments	Retire shares	Restricted	
2/17/2017	Cancellation	(25,000,000)	Common	\$.001	No	TomCat Pictures LLC Ted Chalmers	Cancel acquisition	Restricted	
2/28/2017	Issuance	6,610,000	Common	\$.00015	Yes	Microcap Equity Group LLC George Choi	Debt Conversion	Unrestricted	144d
3/9/2017	Issuance	17,000,000	Common	\$.00005	Yes	CDN Associates Shaun Diedrich	Debt Conversion	Unrestricted	144d
07/20/2017	Issuance	49,000,000	Common	\$.00005	Yes	CDN Associates Shaun Diedrich	Debt Conversion	Unrestricted	144d
8/08/2017	Issuance	2,900,000	Preferred	\$.001	No	H & W Holding Arthur Hall	Compensation	Restricted	
8/08/2017	Issuance	100,000	Preferred	\$.001	No	George Sortino	Real Estate Services	Restricted	
12/08/2017	Issuance	35,000,000	Common	\$.00015	Yes	Woodmont Investments LLC George Choi	Debt Conversion Funding	Unrestricted	144d
1/25/2018	Issuance	50,000,000	Common	\$.00071	Yes	Maverick Capital George Choi	Debt Conversion Funding	Unrestricted	144d
2/7/2018	Issuance	50,000,000	Common	\$.00005	Yes	CDN Associates Shaun Diedrich	Debt Conversion Funding	Unrestricted	144d
03/27/2018	Issuance	35,000,000	Common	\$.00015	Yes	Woodmont Investments LLC George Choi	Debt Conversion Funding	Unrestricted	144d
01/18/2019	Issuance	417,852	Preferred	\$.50	No	PAO Group Arthur Hall CEO	Acquisition of assets	Restricted	
03/25/2019	Issuance	40,000,000	Common	\$.00005	Yes	Bergamo Consulting LLC Craig Coaches	Debt Conversion	Unrestricted	144d
06/11/2019	Issuance	60,000,000	Common	\$.00005	Yes	Bergamo Consulting LLC Craig Coaches	Debt Conversion	Unrestricted	144d
8/22/2019	Issuance	75,000,000	Common	\$.00005	Yes	Bergamo Consulting LLC Craig Coaches	Debt Conversion	Unrestricted	144d
Number of Shares Outstanding as of <u>September 30, 2019</u>	<u>Ending Balance:</u> Common: <u>843,725,348</u> Preferred: <u>8,417,852</u>								

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.)
02/27/2009	\$183,155.49	\$98,167	\$84,988.49	08/27/2009	None	Bill Beaty	Loan
04/16/2009	\$177,127.44	\$125,000	\$88,527.44	10/16/2009	None	Chris Smizek	Loan
07/09/2009	\$142,761.64	\$77,000	\$65,761.64	10/29/2009	None	John Collins	Loan
10/01/2009	\$37,620.06	\$20,000	\$17,260.06	12/31/2009	None	James DiPrima	Loan
2/03/2009	\$71,575.38	\$50,000	\$21,575.38	5/03/2009	None	NUENERGY James DiPrima	Loan
04/30/2018	\$57,732.53	\$50,000	\$7,732.53	04/30/2019	Convertible after one year 50% discount to market	Maverick Capital	Loan
12/10/2008	\$92,197.05	\$75,000	\$17,197.05	12/10/2009	None	CDN Associates From Robert Johnson	Loan
04/12/2017	\$85,500.00	\$75,000	\$10,500.00	4/12/2018	Convertible after one year 50% discount to market	CDN Associates	Loan
02/01/2018	\$39,900.00	\$35,000	\$4,900.00	2/01/2019	Convertible after one year 50% discount to market	CDN Associates	Loan
02/18/2018	\$114,000.00	\$100,000	\$14,000.00	2/18/2019	Convertible after one year 50% discount to market	CDN Associates	Loan
3/28/2018	\$57,000.00	\$50,000	\$7,000.00	3/28/2019	Convertible after one year 50% discount to market	CDN Associates	Loan
04/19/2018	\$56,578.08	\$50,000	\$6,578.08	4/19/2019	Convertible after one year 50% discount to market	CDN Associates	Loan
05/30/2018	\$16,703.84	\$15,000	\$1,703.84	5/30/2019	Convertible after one year 50% discount to market	CDN Associates	Loan
03/21/2019	\$5,233.42	\$5,000.00	\$233.42	03/21/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
04/03/2019	\$2,078.90	\$2,000.00	\$78.90	04/03/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
04/17/2019	\$1,554.58	\$1,500.00	\$54.58	04/17/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
04/22/2019	\$10,352.88	\$10,000.00	\$352.88	04/22/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
4/30/2019	\$5,167.67	\$5,000.00	\$167.67	04/30/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
5/03/2019	\$20,657.53	\$20,000.00	\$657.53	05/03/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan

5/29/2019	\$25,679.45	\$25,000.00	\$679.45	05/29/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
06/11/2019	\$15,364.93	\$15,000.00	\$364.93	06/11/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
06/21/2019	\$20,442.74	\$20,000.00	\$442.74	06/21/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
06/27/2019	\$10,208.22	\$10,000.00	\$208.22	06/27/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
7/2/2019	\$5,098.63	\$5,000.00	\$98.63	07/02/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
7/12/2019	\$5,087.6	\$5,000.00	\$87.67	07/12/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
7/22/2019	\$6,092.05	\$6,000.00	\$92.05	07/22/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
7/26/2019	\$20,289.32	\$20,000.00	\$289.32	07/26/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
8/2/2019	\$7,090.52	\$7,000.00	\$90.52	08/02/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
8/30/2019	\$3,020.38	\$3,000.00	\$20.38	08/30/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
9/6/2019	\$5,026.30	\$5,000.00	\$26.30	09/06/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan
9/18/2019	\$5,013.15	\$5,000.00	\$13.15	09/18/2020	Convertible after one year 50% discount to market	Bergamo Consulting Craig Coaches	Loan

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

NONE

B. The number of shares offered;

SEE Paragraph A

C. The number of shares sold;

SEE Paragraph A

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

Par Value \$.001

E. The trading status of the shares; and

All Restricted

F. 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.

All certificates contained the restricted legend

Item 4: Financial Statements

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

X U.S. GAAP

IFRS

B. The financial statements for this reporting period were prepared by (name of individual)²:

Name: James C DiPrima
Title: CFO
Relationship to Issuer: Officer and Board Member

Financial Statements for the nine months ended September 30, 2019 and 2018, have been attached hereto as *Exhibit A* of this Quarterly Report and are ordered as follows:

	<u>Page #</u>
Consolidated Balance Sheet	F-1
Consolidated Statements of Operations – For Three and Nine Months	F-2
Consolidated Statements of Cash Flows	F-3
Consolidated Statement of Changes in Stockholder’s Deficit	F-4
Notes to the Financial Statements	F-5

Item 5: Management’s Discussion and Analysis or Plan or Operation. Issuer’s Business

A. In the summer of 2014, Rising Bioscience’s management took a dynamic shift with the Board of Directors voting in favor of a change in business model launching a multi-acquisition initiative with a focus in the Media industry. The Company's Board of Directors has formed a Special Acquisitions Committee to explore strategic alternatives to enhance shareholder value and accelerate growth through possible joint ventures, mergers, and/or new acquisitions pertaining to development and deployment of media. In February 2017 the Company entered into an agreement to merge with a research and development company focusing on oral and topical cannabis and non-cannabis based pharmaceuticals with strict standards set forward by the pharmaceutical compounding industry. In January 2019 the Company acquired all current assets of PAO Group including PAO's medical clinics located in Florida, Pennsylvania and Ohio. The Company will manage these Clinics as part of its overall business model in addition to the development of the oral and topical cannabis and non-cannabis based pharmaceuticals.

B. The Company announced a merger with a facility operating as Rising Biosciences, Inc., a research and development company focusing on oral and topical cannabis and non-cannabis based pharmaceuticals with strict standards set forward by the pharmaceutical compounding industry.

C. The Company will be introducing several primary products with announcements that will provide product details as well as details of their operations in the near future.

Item 6: Issuer’s Facilities

Issuer is presently operating in facilities provided under rental agreement with rent being charged at the rate of \$1,200 per month plus utilities.

Item 7: Officers, Directors and Control Persons

CEO, & Director, Arthur Hall

Mr. Hall is not presently compensated for his position(s) and he beneficially owns 2,900,000 shares of Preferred Stock. (He has **NOT** been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding within the last 10 years (excluding traffic violations and other minor offenses), nor has he been subject to 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 his involvement in any type of business, securities, commodities, or banking activities.

CFO, & Director, James DiPrima

Mr. DiPrima is not presently compensated for his position(s) and he beneficially owns 2,980,000 shares of Common Stock and 500,000 shares of Preferred Stock. (He has **NOT** been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding within the last 10 years (excluding traffic violations and other minor offenses), nor has he been subject to 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 his involvement in any type of business, securities, commodities, or banking activities.

Subsequent to the end of the Quarter dated 3/31/2017, Robert Weber purchased 4,500,000 shares of Preferred Stock from Mr. DiPrima, and was elected CEO of the Company. On August 18, 2017 H &W Holdings, LLC was issued 2,900,000 of Preferred Stock at par value as compensation. On December 31/2018 Mr. Weber resigned his position as CEO and Board Member and Arthur Hall was appointed CEO.

The resulting control positions are:

James DiPrima 2211 South 64th Plaza #334 Omaha, NE 68106 500,000 shares of Preferred stock convertible to 250,000,000 common shares for 250,000,000 shares or 3.08%

H & W Holdings, LLC with Art Hall as managing member at 1180 Cleveland Road Sandusky, OH 44870 2,900,000 shares of Preferred stock convertible to 1,450,000,000 common shares for 1,450,000,000 shares or 19.88%

Robert Weber 1180 Cleveland Road Sandusky, OH 44870 4,500,000 shares of Preferred stock convertible to 2,250,000,000 common shares for 2,250,000,000 shares or 30.85%.

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
Robert Weber	More than 5% owner	1180 Cleveland Road Sandusky, OH 44870	4,500,000	Preferred A	52.83%	Preferred A shares Convertible to 500 shares of common
PAO Group, Inc. Karl Riedel CEO	5% Owner	1180 Cleveland Road Sandusky, OH 44870	417,852	Preferred A	4.91%	Preferred shares Convertible to 500 shares of common
James DiPrima	CFO	2211 South 64 th Plaza Omaha, NE 68106	500,000	Preferred A	5.86%	Preferred shares Convertible to 500 shares of common
H & W Holdings Arthur Hall	CEO	1939 Cedar Point Road Sandusky, OH 44870	2,900,000	Preferred A	34.04%	Preferred shares Convertible to 500 shares of common
James DiPrima	CFO	2211 South 64 th Plaza Omaha, NE 68106	2,980,000	Common	0.38%	

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);

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

- 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

Item 9: Third Party Providers.

Legal Counsel

Name: Anthony M. Panek
Firm: Fabian Van Cott
Address: 215 South State Street, Suite 1200
Salt Lake City, UT 84111-2323
Telephone: 801.531.8900 Fax: 801.596.2814
Email: apanek@fabianvancott.com

Item 10: Issuer Certification

I, Art Hall, CEO, certify that:

1. I have reviewed this Quarterly Report of Rising Biosciences, 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.

Dated: November 21, 2019

/s/ Art Hall
By: Art Hall
Chief Executive Officer

I, James DiPrima, CFO, certify that:

1. I have reviewed this Quarterly Report of Rising Biosciences, 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.

Dated: November 21, 2019

/s/ James DiPrima
By: James DiPrima
Chief Financial Officer

EXHIBIT A
FINANCIAL STATEMENTS
SEPTEMBER 30, 2019

RISING BIOSCIENCES, INC.
CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2019 and SEPTEMBER 30, 2018
(Unaudited)

	<u>Pages</u>
1) Consolidated Balance Sheets as of September 30, 2019 and September 30, 2018.	F-1
2) Consolidated Income Statements for the Three and Nine Months ended September 30, 2019 and September 30, 2018.	F-2
3) Consolidated Statements Cash Flows for the Three and Nine Months ended September 30, 2019 and September 30, 2018.	F-3
4) Consolidated Statements of Stockholders' Deficit for the Nine Months ended September 30, 2019	F-4
5) Notes to Consolidated Financial Statements.	F-5 thru F-7

RISING BIOSCIENCES, INC.
CONSOLIDATED BALANCE SHEETS
AT SEPTEMBER 30, 2019 & 2018
(UNAUDITED)

	2019	2018
ASSETS		
CURRENT ASSETS		
Cash	1,609	-
Note Receivable	-	86,243
TOTAL CURRENT ASSETS	1,609	86,243
FIXED ASSETS-NET	310,087	75,057
OTHER ASSETS		
Investment in Wholly Subsidiary	67,600	32,500
TOTAL ASSETS	409,296	193,800
LIABILITIES		
Bank Overdraft		91
Accounts Payable	48,546	44,131
Accrued Interest Payable	395,781	324,463
Accrued Salaries (Note 3)	105,441	105,441
Due to Stockholder	39,801	34,046
Notes Payable (Note 2)	946,267	776,767
TOTAL CURRENT LIABILITIES	1,535,836	1,284,939
TOTAL LIABILITIES		
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred A Stock \$.001 par value 10,000,000 Authorized 8,417,852 issued, and outstanding at September 30, 2019 and 10,000,000 Authorized, 8,000,000 issued and outstanding at September 30, 2018	8,418	8,000
Common Stock, \$.001 par value 1,750,000,000 Authorized 843,725,348 issued and outstanding at September 30, 2019 and 800,000,000 Authorized 619,115,348 issued and outstanding at September 30, 2018	843,725	619,115
Additional paid-in-capital	(432,246)	(418,745)
Retained earnings	(1,543,937)	(1,299,509)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(1,126,540)	(1,031,139)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	409,296	193,800

The accompanying notes are an integral part of the financial statements.

RISING BIOSCIENCES, INC.
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2019 & 2018
(UNAUDITED)

	Three Months Ended SEPTEMBER 30,		Nine Months Ended SEPTEMBER 30,	
	2019	2018	2019	2018
REVENUES:				
Sales	\$ 28,104	\$ 1,288	\$ 134,534	\$ 15,218
TOTAL REVENUE	28,104	1,288	134,534	15,218
COST OF SALES	47,166	6,066	171,381	19,466
GROSS MARGIN	(19,062)	(4,778)	(36,847)	(4,248)
OPERATING EXPENSES:				
Administrative expenses	17,662	2,113	57,255	7,846
Salaries	1,650	4,000	9,150	28,000
Professional Fees	22,325	400	40,049	30,903
Depreciation	8,380		25,140	-
Transfer Agent Fees	150	150	565	900
Total Operating expenses	50,167	6,663	132,159	67,649
NET OPERATING INCOME/ (LOSS)	(69,229)	(11,441)	(169,006)	(71,897)
OTHER INCOME/EXPENSES				
Finance and interest fees	(19,908)	(17,815)	(53,503)	(48,335)
NET INCOME/ (LOSS)	\$ (89,137)	\$ (29,256)	\$ (222,509)	\$ (120,232)
Basic and Diluted Loss per Common Share	(.00011)	\$ (.00005)	\$ (.0006)	(0.00019)
Weighted Average Number of Common Shares Outstanding	843,725,348	619,115,348	843,725,348	619,115,348

The accompanying notes are an integral part of the financial statements.

RIISING BIOSCIENCES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2019 & 2018
(UNAUDITED)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income / (Loss)	\$ (222,509)	\$ (120,232)
Adjustments to reconcile net income (loss) to net cash provided (used)		
By operating activities:		
Changes in operating assets and liabilities:		
Depreciation	25,140	-
(Increase)/decrease in accounts receivable	86,243	(86,243)
Increase/ (decrease) in accounts payable	65	(3,345)
Increase/ (decrease) in accrued salaries	-	-
Increase/ (decrease) in accrued interest payable	53,673	48,335
Increase/(decrease) in bank overdraft	-	91
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	(57,388)	(161,394)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in subsidiary	(35,100)	
Acquisition of fixed assets	(81,311)	(34,676)
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	(116,411)	(34,676)
CASH FLOWS FROM FINANCING ACTIVITIES		
(Decrease)/Increase in notes payable	169,500	208,618
(Decrease)/Increase in Due from Stockholder	5,753	(12,858)
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	175,283	195,760
NET INCREASE (DECREASE) IN CASH	1,454	(310)
CASH AND EQUIVALENTS, BEGINNING OF PERIOD	155	310
CASH AND EQUIVALENTS, END OF PERIOD	\$ 1,609	\$ 0
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Stock issued to raise capital	\$100,000	50,000
Stock issued to acquire assets	\$206,027	

The accompanying notes are an integral part of the financial statements.

RISING BIOSCIENCES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2019
(UNAUDITED)

	PREFERRED SHARES	VALUE	COMMON STOCK SHARES	VALUE	ADDITIONAL PAID IN CAPITAL	ACCUMULATED EQUITY (DEFICIT)	TOTAL SHAREHOLDERS EQUITY (DEFICIT)
BALANCE DECEMBER 31, 2016			423,145,348	\$423,145	\$(544,779)	\$(1,084,890)	\$(1,200,524)
ISSUANCE OF COMMON SHARES FOR CAPITAL			139,090,000	139,090	(139,090)		(133,090)
SURRENDER OF CEO SHARES ISSUED FOR SALARY			(39,020,000)	(39,020)	39,020		39,020
CANCELLATION OF ACQUISITION SHARES			(25,000,000)	(25,000)	25,000		25,000
WRITE OFF OF ACQUISITION ASSETS					71,104		140,074
CANCELLATION OF DEBT					200,000		200,000
ISSUANCE OF PREFERRED SHARES FOR COMPENSATION	3,000,000	3,000					3,000
ISSUANCE OF COMMON SHARES FOR CAPITAL			70,000,000	70,000	(20,000)		50,000
NET LOSS DECEMBER 31, 2017						\$(94,387)	(94,387)
BALANCE DECEMBER 31, 2017	8,000,000	\$8,000	569,115,348	\$569,115	\$(368,745)	\$(1,179,277)	\$(970,907)
ISSUANCE OF COMMON SHARE FOR CAPITAL			50,000,000	50,000	(50,000)		
ISSUANCE OF COMMON SHARE FOR CAPITAL			49,610,000	49,610	(49,610)		
NET LOSS DECEMBER 31, 2018						(142,151)	(142,151)
BALANCE DECEMBER 31, 2018	8,000,000	\$8,000	668,725,348	\$668,725	\$(468,355)	\$(1,321,428)	\$(1,113,058)
ISSUANCE OF PREFERRED SHARES FOR ASSETS	417,852	418			205,609		206,027
ISSUANCE OF COMMON SHARES FOR CAPITAL			40,000,000	40,000	(38,500)		1,500
ISSUANCE OF COMMON SHARES FOR CAPITAL			60,000,000	60,000	(58,500)		1,500
ISSUANCE OF COMMON STOCK FOR CAPITAL			75,000,000	75,000	(72,500)		
NET LOSS SEPTEMBER 30, 2019						(222,509)	(222,509)
BALANCE SEPTEMBER 30, 2019	8,417,852	\$8,418	843,725,348	\$843,725	\$(432,246)	\$(1,543,937)	\$(1,126,540)

The accompanying notes are an integral part of the financial statements.

RISING BIOSCIENCES, INC.
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2019
(UNAUDITED)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

A. ORGANIZATION AND OPERATIONS

Rising Biosciences, Inc. (the “Company”) is the successor entity to the business of Rising India Inc. a corporation formed in Nebraska in 2007. The Nebraska Corporation was the financing entity for various animation production projects.

Prior to March 6, 2009 the Company was a Delaware corporation named NuEnergy, Inc. engaged in the business of providing energy generation products. In March 2009 the Company changed its name to Rising India, Inc.

On March 6, 2009, the Company acquired all of the assets of Rising India, Inc. of Nebraska in exchange for 10,000,000 restricted shares of common stock. Concurrently with the Acquisition, the management of the Nebraska Corporation took control of the Board of Directors of the Company and the assets of the Company related to the energy business were spun-off to an entity controlled by the previous management of the Company. In February 2017 the Company entered into an agreement to merge with a private research and development company focusing on oral and topical cannabis and non-cannabis based pharmaceuticals with strict standards set forward by the pharmaceutical compounding industry. The merger requires that the Company divest itself of its media subsidiary and change the name to Rising Biosciences, Inc. On May 31, 2018 the Company changed its name to Rising Biosciences, Inc. and the symbol from RSII to RBII. In January of 2019 the Company acquired all fixed assets of PAO Group which included the Alternative Medicine Centers in Ohio, Florida and Pennsylvania.

B. BASIS OF ACCOUNTING

The Company utilizes the accrual method of accounting, whereby revenue is recognized when earned and expenses when incurred. The unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. As such, the financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and these adjustments are of a normal recurring nature. The results of operations for the Nine months ended September 30, 2019 and 2018 are not necessarily indicative of the results for the full fiscal year ending December 31, 2017.

C. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

D. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand; cash in banks and any highly liquid investments with maturity of three months or less at the time of purchase. The Company maintains cash and cash equivalent balances at several financial institutions, which are insured by the Federal Deposit Insurance Corporation up to \$250,000.

RISING BIOSCIENCES, INC.
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2019
(UNAUDITED)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (continued)

E. FIXED ASSETS

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

F. COMPUTATION OF EARNINGS PER SHARE

Net income per share is computed by dividing the net income by the weighted average number of common shares outstanding during the period.

F. INCOME TAXES

In February 1992, the Financial Accounting Standards Board issued Statement on Financial Accounting Standards 109 of "Accounting for Income Taxes." Under Statement 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

G. REVENUE RECOGNITION

Revenue for license fees is recognized upon the execution and closing of the contract for the amount of the contract. Contract fees are generally due based upon various progress milestones. Revenue from contract payments are estimated and accrued as earned. Any adjustments between actual contract payments and estimates are made to current operations in the period they are determined.

H. FAIR VALUE OF FINANCIAL INSTRUMENTS

Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments", requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate the value. For purpose of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amounts reported in the balance sheet for cash, accounts receivable, inventory, accounts payable and accrued expenses, and loans payable approximate their fair market value based on the short-term maturity of these instruments.

NOTE 2 –NOTES AND OTHER LOANS PAYABLE

The Company currently has several short-term promissory notes with the following terms:
NuEnergy, Inc. is due \$50,000 May 6, 2009 plus interest at 5% collateralized with 1,000,000 shares of restricted common stock. The Company borrowed \$75,000 for twelve months on December 10, 2008 from Robert Johnson and agreed to pay a financing fee of \$25,000 plus 400,000 restricted shares of common stock. On April 12, 2017 the note to Robert Johnson was purchased by CDN Associates LLC and the accrued interest was written off in the second quarter.

RISING BIOSCIENCES, INC.
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2019
(UNAUDITED)

NOTE 2 –NOTES AND OTHER LOANS PAYABLE (continued)

On February 27, 2009 the Company borrowed \$98,167 for twelve months from William Beatty and agreed to pay a financing fee of \$25,000 plus 100,000 restricted shares of common stock. On April 16, 2009 the Company borrowed \$100,000 for twelve months from Chris Smizek and agreed to pay a financing fee of \$25,000 plus 150,000 restricted shares of common stock. On July 9, 2009 the Company borrowed \$70,000 for twelve months from John Collins and agreed to pay a financing fee of \$7,000 plus 105,000 restricted shares of common stock. On June 8, 2009 the Company borrowed \$75,000 for twelve months from ASP Partnership and agreed to pay a financing fee of \$20,000 plus 112,500 restricted shares of common stock. On December 8, 2017 Woodmont Investment Group LLC purchased \$9,000 of the Chris Smizek Promissory note along with \$33,000 of the accrued interest payable and \$8,000 of the accrued financing fee. Correspondingly Woodmont was issued a 70,000,000 shares for the conversion of the Smizek debts. On December 8, 2017 the Company borrowed \$35,000 for one year at 12% interest from Maverick Capital. On February 1, 2018 the Company borrowed \$35,000 from CDN Associates LLC for one year at 8% interest, February 6, 2018 the Company borrowed \$100,000 from CDN Associates LLC for one year at 8% interest, and on March 28, 2018 the Company borrowed \$50,000 from CDN Associates LLC for one year at 8% interest. On April 19, 2018 the Company borrowed \$50,000 from CDN Associates LLC for one year at 8% interest, and May 30, 2018 the Company borrowed \$15,000 from CDN Associates LLC for one year at 8% interest. On March 21, 2019 the Company borrowed \$5,000 from Bergamo Consulting for one year at 8% interest. On April 3, 2019 the Company borrowed \$2,000 from Bergamo Consulting for one year at 8% interest. On April 17, 2019 the Company borrowed \$1,500 from Bergamo Consulting for one year at 8% interest. On April 22, 2019 the Company borrowed \$10,000 from Bergamo Consulting for one year at 8% interest. On April 30, 2019 the Company borrowed \$5,000 from Bergamo Consulting for one year at 8% interest. On May 3, 2019 the Company borrowed \$20,000 from Bergamo Consulting for one year at 8% interest. On May 29, 2019 the Company borrowed \$25,000 from Bergamo Consulting for one year at 8% interest. On June 11, 2019 the Company borrowed \$15,000 from Bergamo Consulting for one year at 8% interest. On June 21, 2019 the Company borrowed \$20,000 from Bergamo Consulting for one year at 8% interest. On June 27, 2019 the Company borrowed \$10,000 from Bergamo Consulting for one year at 8% interest. On July 2, 2019 the Company borrowed \$5,000 from Bergamo Consulting for one year at 8% interest. On July 12, 2019 the Company borrowed \$5,000 from Bergamo Consulting for one year at 8% interest. On July 22, 2019 the Company borrowed \$6,000 from Bergamo Consulting for one year at 8% interest. On July 26, 2019 the Company borrowed \$20,000 from Bergamo Consulting for one year at 8% interest. On August 2, 2019 the Company borrowed \$7,000 from Bergamo Consulting for one year at 8% interest. On August 30, 2019 the Company borrowed \$3,000 from Bergamo Consulting for one year at 8% interest. On September 6, 2019 the Company borrowed \$5,000 from Bergamo Consulting for one year at 8% interest. On September 18, 2019 the Company borrowed \$5,000 from Bergamo Consulting for one year at 8% interest.

NOTE 3– ACCRUED SALARIES

As of September 30, 2019 and 2018 accrued salaries for corporate officers were \$ 105,441 respectively. All salaries are due to the Chief Financial Officer. There were no salaries accrued in the nine months ended September 30, 2109.

NOTE 4- SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through November 20, 2019, the date these financial statements were available to be issued. Based upon this evaluation, it was determined that no subsequent events occurred that require recognition or disclosure in the financial statements.