

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Amarantus Bioscience Holdings, Inc.

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2834

Annual Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

579,607,411 as of December 31, 2022

465,107,411 as of December 31, 2021

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

Change in Control

Indicate by check mark whether a Change in Control⁵ 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 and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

The Company has been named Amaranthus Bioscience Holdings, Inc. for more than the past 5 years

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada

August 3, 2007 – incorporated as Jumpkicks, Inc.

May 27, 2011 – re-incorporated as Amaranthus Biosciences, Inc. after reverse-merger with Amaranthus Therapeutics, Inc.

November 27, 2012 – re-incorporated as Amaranthus Bioscience, Inc.

April 4, 2013 – re-incorporated as Amaranthus Bioscience Holdings, Inc.

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

None

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 entered into a joint venture agreement between its 80.01%-owned subsidiary Breakthrough Diagnostics, Inc ("Breakthrough") and Todos Medical, Ltd. of Israel ("Todos") for the development of the Company's Alzheimer's blood diagnostic LymPro Test in the first quarter of 2019. Todos exercised its option to acquire Breakthrough from the Company in the 2nd quarter of 2019. Todos completed the acquisition of Breakthrough Diagnostics from Amaranthus in the 3rd quarter of 2020. Amaranthus currently owns 78,025,645 Ordinary shares of Todos.
 - On January 29th, 2020, the Company entered into an agreement to acquire 51% ownership interest in Hempor, Inc., a retail hemp and CBD distribution business.
 - On December 31st, 2019 the Company entered into an agreement to license Engineered Skin Substitute and mesencephalic astrocyte-derived neurotrophic factor (MANF) from its subsidiaries' Cutanogen Corporation and MANF Therapeutics, respectively, to Emerald Organic Products (OTCPK: EMOR) in exchange for Emerald Series B Convertible Preferred Stock valued at \$66,666,666 and royalties on future product sales.

The address(es) of the issuer's principal executive office:

45 Wall Street, Suite 920, New York, NY 10005

The address(es) of the issuer's principal place of business:

X Check if principal executive office and principal place of business are the same address:

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: VStock Transfer LLC
Phone: 212-828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Pl, Woodmere, NY 11598

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>AMBS</u>	
Exact title and class of securities outstanding:	<u>Common Shares</u>	
CUSIP:	<u>02300U205</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>800,000,000</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>579,607,411</u>	as of date: <u>12/31/2022</u>
Number of shares in the Public Float ⁶ :	<u>410,422,775</u>	as of date: <u>12/31/2022</u>
Total number of shareholders of record:	<u>211</u>	as of date: <u>12/31/2022</u>

All additional class(es) of publicly quoted or traded securities (if any):

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>250,000</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>230</u>	as of date: <u>12/31/2022</u>
Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series B Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>3,000,000</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>249,999</u>	as of date: <u>12/31/2022</u>

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.

Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series C Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>99</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>99</u>	as of date <u>12/31/2022</u>
Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series E Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>13,335</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>1,020.33</u>	as of date: <u>12/31/2022</u>
Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series H Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>25,000</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>455.4165</u>	as of date <u>12/31/2022</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Voting

Each holder of our common stock is entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders. Any action at a meeting at which a quorum is present will be decided by a majority of the votes cast. Cumulative voting for the election of directors is not permitted.

Dividends

Holders of our common stock are entitled to receive dividends when, as and if declared by our Board of Directors out of funds legally available for payment, subject to the rights of holders, if any, of our preferred stock. Any decision to pay dividends on our common stock will be at the discretion of our Board of Directors. Our Board of Directors may or may not determine to declare dividends in the future. See "Dividend Policy." The Board's determination to issue dividends will depend upon our profitability and financial condition, and other factors that our Board of Directors deems relevant.

Liquidation Rights

In the event of a voluntary or involuntary liquidation, dissolution or winding up of our company, the holders of our common stock will be entitled to share ratably on the basis of the number of shares held in any of the assets available for distribution after we have paid in full all of our debts and after the holders of all outstanding preferred stock, if any, have received their liquidation preferences in full.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Corporation is authorized to issue 10,000,000 shares of preferred stock, of which 250,000 shares of Series A Convertible Preferred Stock, 1 share of Series B Convertible Preferred Stock, 750,000 shares of Series C Convertible Preferred Stock, 13,335 shares of Series E Convertible Preferred Stock, 10,000 shares of Series G Preferred Stock and 25,000 shares of Series H Convertible Preferred Stock have been designated. For more details on the entire terms and conditions related to each Designation, please refer to the exhibits to this Prospectus. There are currently no shares of Series A Preferred Stock issued.

Series A

Each share of Series A Convertible Preferred Stock shall be convertible into a number of shares of Common Stock of the company that is equal to 0.1% of the total issued and outstanding common shares immediately prior to a listing on national (includes other financings leading to a minimum of \$3M raised).

There are currently 250 shares of Series A Preferred Stock outstanding.

Voting

No voting rights.

Dividends

No dividends.

Series B

Voting

Each holder of our common stock is entitled to vote on all matters submitted to shareholders of the Corporation in an amount equal to 24,999,999,999 shares of common stock for each one (1) share of Preferred Stock. Except as otherwise required by law or herein, the holders of shares of Preferred Stock shall vote together with the holders of Common Stock on all matters and shall not vote as a separate class.

Dividends

Holders of our common stock are entitled to receive dividends when, as and if declared by our Board of Directors out of funds legally available for payment, subject to the rights of holders, if any, of our preferred stock. Any decision to pay dividends on our common stock will be at the discretion of our Board of Directors. Our Board of Directors may or may not determine to declare dividends in the future. See "Dividend Policy." The Board's determination to issue dividends will depend upon our profitability and financial condition, and other factors that our Board of Directors deems relevant.

There are currently 249,999 shares of Series B Preferred Stock issued.

Series C

Voting

No Voting rights

Dividends

There are no dividend rights.

Conversion

Each share of Series C Convertible Preferred Stock shall be convertible into a number of shares of Common Stock of the company that is equal to 0.1% of the total issued and outstanding common shares of the Company immediately prior to the financing round concurrent with a listing of the Company's co upon the listing of the Common Stock of the Company on the NASDAQ, NYSE MKT or other national securities exchange in the United States of another country's national exchange, or (ii) upon the receipt by the Company of a

written request for such conversion from the holders of at least 66 2/3% of the Series C Preferred Stock then outstanding (voting as a single class and on an as-converted basis).

Liquidation Preferences.

In the event of any dissolution, liquidation or winding up of the Corporation (a “Liquidation”), whether voluntary or involuntary, the Holders of Series C Convertible Preferred Stock shall be entitled to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the Common Stock.

A sale of all or substantially all of the Corporation’s assets or an acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, a reorganization, consolidated or merger) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation (a “Change in Control Event”), shall not be deemed to be a Liquidation for purposes of this Designation.

There are currently no shares of Series C Preferred Stock issued.

Series D

Voting

Series D Preferred Stock has no voting rights.

Dividends

Series D Preferred Stock gets no dividends

Conversion

Each share of Series D Preferred Stock shall be convertible, face value \$1,000 per share, shall be convertible into shares of common stock of the Company upon the up-listing of the Company’s common stock onto a national exchange, by dividing the value of each by the price of the Uplist financing. The Uplist can occur via another Reg A (another Reg A offering after this one is complete), via an S1 offering, via a private placement, or other financing method that immediately after completion results in the Company’s common shares being listed on a national exchange.

Liquidation Preferences

No liquidation preference

There are currently no shares of Series D Preferred Stock issued.

Series E

Voting

No Voting Rights

Conversion

Each share of Preferred Stock shall be convertible, at any time after the Stock Exchange Uplisting and the passage of minimum time of any regulatory period for the shares being free to trade (“Free Trading Date”) at the option of the Holder thereof, into that number of shares of Common Stock (subject to the limitations set forth in Section 6(d)) determined by dividing the Tranche Size by the Conversion Price that is applicable to the First Liquidation Interval or the Subsequent Liquidation Interval (capitalized terms being defined in the Amended Designation of Series E Preferred Stock attached hereto as an exhibit). The Conversion price shall be equal to the stated value, \$1,000 divided by the average trading price of the common stock as quoted on a national exchange for the previous 12 days.

There are currently 1,048.907 shares of Series E Preferred Stock issued.

Series H

Voting

Each holder of Series E Preferred Stock shall be entitled to vote on all matters submitted to shareholders of the Corporation and shall be entitled to such number of votes that is equal to the number of shares of Common Stock that each share of Series E Preferred Stock is convertible into; provided, however, that in connection with a vote by the shareholders of the Corporation on a proposal for a reverse stock split of the issued and outstanding Common Stock of the Corporation, each holder of Series E Preferred Stock agrees that the Corporation's Board of Directors can vote on his or her behalf. Except as otherwise required by law or herein, the holders of shares of Series E Preferred Stock shall vote together with the holders of Common Stock on all matters and shall not vote as a separate class.

Conversion

Each share of Preferred Stock shall be convertible, at any time after the Stock Exchange Uplisting and the passage of minimum time of any regulatory period for the shares being free to trade ("Free Trading Date") at the option of the Holder thereof, into that number of shares of Common Stock (subject to the limitations set forth in Section 6(d)) determined by dividing the Tranche Size by the Conversion Price that is applicable to the First Liquidation Interval or the Subsequent Liquidation Interval (capitalized terms being defined in the Amended Designation of Series E Preferred Stock attached hereto as an exhibit). The Conversion price shall be equal to the stated value, \$1,000 divided by the average trading price of the common stock as quoted on a national exchange for the previous 12 days.

3. **Describe any other material rights of common or preferred stockholders.**

None

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>01/01/2019</u> Common: <u>269,950,256</u> Preferred: <u>764,795.8</u>			*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. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>6/10/2019</u>	<u>Cancel</u>	<u>1195</u>	<u>Series I</u>	<u>\$1,000</u>	<u>No</u>	<u>GHS – Matthew Schissler</u>	<u>Exchange to Debt</u>	<u>Restricted</u>	<u>Exemption</u>
<u>7/10/2019</u>	<u>Cancel</u>	<u>250,000</u>	<u>Series F</u>	<u>\$0.10</u>	<u>No</u>	<u>Xpress Group - Heng Fai Chan</u>	<u>Chan Preferred F to C exchange</u>	<u>Restricted</u>	<u>Exemption</u>
<u>7/10/2019</u>	<u>New</u>	<u>99</u>	<u>Series C</u>	<u>\$0.10</u>	<u>No</u>	<u>Xpress Group - Heng Fai Chan</u>	<u>Chan Preferred F to C exchange</u>	<u>Restricted</u>	<u>Exemption</u>
<u>08/15/19</u>	<u>Cancel</u>	<u>25,530,667</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Xpress Group - Heng Fai Chan</u>	<u>Debt Conversion Cancelled</u>	<u>Free Trading</u>	<u>Free Trading</u>
<u>9/9/2019</u>	<u>New</u>	<u>930,144</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>9/9/2019</u>	<u>Cancel</u>	<u>2</u>	<u>Series E</u>	<u>\$1,000</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Canceled</u>	<u>N/A</u>
<u>9/17/2019</u>	<u>New</u>	<u>1,860,288</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>9/9/2019</u>	<u>Cancel</u>	<u>4</u>	<u>Series E</u>	<u>\$1,000</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Canceled</u>	<u>N/A</u>
<u>9/23/2019</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.016</u>	<u>No</u>	<u>Orion Capital – Michael Khorossani</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
<u>9/23/2019</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.016</u>	<u>No</u>	<u>GreenTree Financial – Chris COttone</u>	<u>Litigation Settlement</u>	<u>Restricted</u>	<u>Exemption</u>
<u>9/23/2019</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.016</u>	<u>No</u>	<u>Brewer Capital Management – Jack Brewer</u>	<u>Litigation Settlement</u>	<u>Restricted</u>	<u>Exemption</u>
<u>9/25/2019</u>	<u>New</u>	<u>1,860,288</u>	<u>Common</u>	<u>\$0.0051</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>9/25/2019</u>	<u>Cancel</u>	<u>4</u>	<u>Series E</u>	<u>\$1,000</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Canceled</u>	<u>N/A</u>

10/01/19	<u>New</u>	1,668	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
10/02/19	<u>New</u>	930,144	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston.</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
10/15/19	<u>New</u>	1,291,096	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston.</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
10/28/19	<u>New</u>	1,406,145	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
12/05/19	<u>New</u>	5,624,578	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
12/18/19	<u>New</u>	3,945,017	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
11/08/19	<u>New</u>	1,406,145	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
11/12/19	<u>New</u>	2,812,290	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
01/09/2020	<u>New</u>	5,185,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
01/15/2020	<u>New</u>	5,185,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Evolution Venture Partners – John Andreads</u>	<u>Consulting</u>	<u>Free Trading</u>	<u>Exemption</u>
03/13/2020	<u>New</u>	5,652,046	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
03/25/2020	<u>New</u>	7,297,317	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>GHS Investments – Matt Schissler</u>	<u>Investment</u>	<u>Restricted</u>	<u>Exemption</u>
03/26/2020	<u>New</u>	8,226,867	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
02/03/2020	<u>New</u>	18,000,000	<u>Common</u>	<u>NA</u>	<u>NS</u>	<u>Financial Buzz Networks – Jay Wu</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/03/2020	<u>New</u>	2,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>David Flamingo</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Evolution Venture Partners – Jon Andreads</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>

02/28/2020	<u>New</u>	3,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Bryon Young</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	100	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Fortitue Advisors LLC – Gerald Commissiong</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	30	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Elise Brownell</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	30	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>John Commissiong</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	15	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Robert Harris</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	15	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Don Huffman</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	15	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Steven Spence</u>		<u>Free Trading</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	10	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Paula Trzpacz</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Angela Sachdeva</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Brian Harvey</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>RJ Kagan Consulting- Richard Kagan</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
01/09/2020	<u>Cancelled</u>	10	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
01/15/2020	<u>Cancelled</u>	10	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
03/13/2020	<u>Cancelled</u>	14	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
03/26/2020	<u>Cancelled</u>	14	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
08/11/2020	<u>New</u>	5,383,584	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
09/30/2020	<u>New</u>	5,004,115	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
07/31/2020	<u>Cancelled</u>	5	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
8/11/2020	<u>Cancelled</u>	14	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
09/25/2020	<u>Cancelled</u>	23.577	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
09/30/20	<u>Cancelled</u>	6	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>

10/16/2020	<u>New</u>	7,832,075	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
11/10/2020	<u>New</u>	5,974,568	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
12/02/2020	<u>New</u>	4,177,107	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
12/23/2020	<u>New</u>	5,569,476	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
6/11/2021	<u>New</u>	12,000,000	<u>Common</u>	<u>\$42,000</u>	<u>YES</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
8/23/2021	<u>New</u>	5,000,000	<u>Common</u>	<u>\$32,000</u>	<u>NO</u>	<u>David Flamingo</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Restricted</u>
10/12/2021	<u>New</u>	18,900,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
10/21/2021	<u>New</u>	19,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
11/08/2021	<u>New</u>	20,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
12/06/2021	<u>New</u>	21,800,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
<u>04/24/2022</u>	<u>New</u>	<u>21,000,000</u>	<u>Common</u>	<u>\$17,425</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
<u>05/03/2022</u>	<u>New</u>	<u>17,000,000</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
<u>05/13/2022</u>	<u>New</u>	<u>24,000,000</u>	<u>Common</u>	<u>\$15,000</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
<u>06/15/2022</u>	<u>New</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$9,000</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
<u>04/30/2022</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>21,500</u>	<u>No</u>	<u>David Flamingo</u>	<u>Consulting fees</u>	<u>Restricted</u>	<u>Exemption</u>
<u>11/18/2022</u>	<u>New</u>	<u>27,500,000</u>	<u>Common</u>	<u>\$9,625</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to common</u>	<u>Free trading</u>	<u>Exemption</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>12/31/2022</u> Common: <u>579,607,411</u>									
Preferred: <u>252,012,423</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: Yes: (If yes, you must complete the table below)

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/1/2017</u>	\$ 144,245	\$ 144,245	0	<u>12/1/2019</u>	Reg A	Dominion – Mikhail Gurevich	Investment
<u>3/23/2018</u>	\$ 338,500	\$ 150,000	188500	<u>3/31/2020</u>	50% Discount	KDL Holdings – Matthew Lebedev	—
<u>5/14/2019</u>	\$ 231,500	\$ 222,500	9000	<u>2/1/2020</u>	\$0.015/share	Roger Challen	-
<u>3/23/2018</u>	\$ 2,313,244	\$ 2,313,244	0	<u>3/31/2020</u>	Reg A	Dominion – Mikhail Gurevich	Preferred Exchange
<u>3/23/2018</u>	\$ 3,544,445	\$ 3,544,445	0	<u>3/31/2020</u>	Reg A	Delafield Investments – Josh Sason	Preferred Exchange
<u>3/23/2018</u>	\$ 883,778	\$ 883,778	0	<u>3/31/2020</u>	Reg A	Anson Investments – Amin Nathoo	Preferred Exchange
<u>3/23/2018</u>	\$ 3,923,235	\$ 3,923,235	0	<u>3/31/2020</u>	Reg A	Dominion – Mikhail Gurevich	Preferred Exchange
<u>3/23/2018</u>	\$ 1,189,772	\$ 1,189,772	0	<u>3/31/2020</u>	Reg A	Delafield Investments – Josh Sason	Preferred Exchange
<u>3/23/2018</u>	\$ 2,013,000	\$ 2,013,000	0	<u>3/31/2020</u>	Reg A	Anson Investments – Amin Nathoo	Preferred Exchange
<u>3/23/2018</u>	\$ 828,661	\$ 828,661	0	<u>3/31/2020</u>	Reg A	International Infusion LP – Jeff Stephens	Preferred Exchange
<u>3/23/2018</u>	\$ 491,028	\$ 491,028	0	<u>3/31/2020</u>	Reg A	Lincoln Park Capital Fund – Josh Scheinfeld	Preferred Exchange
<u>3/23/2018</u>	\$ 408,900	\$ 408,900	0	<u>3/31/2020</u>	Reg A	Vivacitas Oncology – Jeff Stephens	Preferred Exchange
<u>3/23/2018</u>	\$ 187,500	\$ 187,500	0	<u>3/31/2020</u>	Reg A	Betterhalf Bloodstock – Raffi Attar	Preferred Exchange
<u>3/23/2018</u>	\$ 75,000	\$ 75,000	0	<u>3/31/2020</u>	Reg A	Gemini Master Fund – Steve Winters	Preferred Exchange
<u>6/11/2019</u>	\$ 945,000	\$ 945,000	0	<u>3/31/2020</u>	Reg A	GHS – Matthew Schissler	Preferred Exchange
<u>6/11/2019</u>	\$ 772,036	\$ 772,036	0	<u>3/31/2020</u>	Reg A	GHS – Matthew Schissler	Preferred Exchange
<u>9/5/2019</u>	\$64,375	\$125,000		<u>9/5/2020</u>	50% discount	EMA Financial – Felicia Preston	Investment
<u>10/3/2019</u>	\$73,075	\$125,000		<u>10/3/2020</u>	50% discount	EMA Financial – Felicia Preston	Investment

<u>01/24/2020</u>	\$62,250	\$63,250	<u>0</u>	<u>01/24/2021</u>	<u>50% discount</u>	<u>EMA Financial – Felicia Preston</u>	<u>Investment</u>
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Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

1. Elto Pharma, Inc.: 45 Wall Street, Suite 920, New York, NY 10005
 - a. 50.1%-owned by Amarantus
 - b. Gerald Commissiong, CEO and sole director
2. Cutanogen Corporation: 45 Wall Street, Suite 920, New York, NY10005
 - a. Gerald Commissiong, CEO and sole director
 - b. 90.1% owned by Amarantus
3. MANF Therapeutics, Inc.: 45 Wall Street, Suite 920, New York, NY 10005
 - a. Gerald Commissiong, CEO and sole director
 - b. 100% owned by Amarantus.
4. Theralink Technologies (f/k/a Avant Diagnostics, Inc.): 1050 30th St NW, Suite 107, Washington, DC 20007
 - a. Mick Ruxin, MD, CEO
 - b. 31.5% prior to completion of corporate restructuring of Theralink Technologies, which is in progress. The restructuring will likely result in a dilution of the Company's ownership.
5. AMBS Operations LLC: 45 Wall Street, Suite 920, New York, NY 10005
 - a. Gerald Commissiong, Manager
 - b. 100% owned by Amarantus
6. Hemp BioHealth LLC: 45 Wall Street, Suite 920, New York, NY 10005
 - a. Gerald Commissiong, Manager
 - b. 100% owned by Amarantus
7. Hemptori, Inc. 17481 Preston Road, Dallas, TX 75252
51% Owned by Amarantus

B. List any subsidiaries, parent company, or affiliated companies.

C. Describe the issuers' principal products or services.

Elto Pharma, Inc. has development rights to eltoprazine, a Phase 2b-ready small molecule indicated for the treatment of Parkinson's disease levodopa-induced dyskinesia, Alzheimer's aggression and adult attention deficit hyperactivity disorder, commonly known as ADHD. Dr. Paula Trzepacz, formerly Senior Medical Fellow in Neurosciences drug development at Eli Lilly, serves as Elto Pharma's Chief Medical Advisor. The combined therapeutic market for Parkinson's Alzheimer's and ADHD treated by eltoprazine is estimated to be over \$30B.

Cutanogen Corporation is preparing for pivotal studies with Engineered Skin Substitute (ESS) for the treatment of pediatric life-threatening severe burns. ESS is a regenerative medicine-based, autologous full-thickness skin graft technology originally developed by the Shriners' Hospital that can be used to treat severe burns, as well as several other catastrophic and cosmetic dermatological indications. Dr. Richard Kagan, formerly Chief of Staff at the Shriners Burn Hospital in

Cincinnati and past President of the American Burn Association, serves as Chief Medical Advisor for Cutanogen Corporation. The market for skin-grafting related disorders is estimated at \$5B.

MANF Therapeutics Inc. owns key intellectual property rights and licenses from a number of prominent universities related to the development of the therapeutic protein known as mesencephalic astrocyte-derived neurotrophic factor (“MANF”). MANF Therapeutics is developing MANF-based products as treatments for ophthalmological disorders such as Wolfram’s Syndrome, Retinitis Pigmentosa and Glaucoma, as well as neurodegenerative diseases such as Parkinson’s disease. MANF was discovered by the Company’s Chief Scientific Officer John Commissiong, PhD. Dr. Commissiong discovered MANF from AMBS’ proprietary discovery engine PhenoGuard, and believes several other neurotrophic factors remain to be discovered. Dr. John Commissiong, formerly Head of the Neurotrophic Factors Group at the National Institute of Neurological Disease and Stroke, serves as Chief Scientific Advisor to MANF Therapeutics. The combined market for indications treated by MANF exceeds \$50B.

Theralink Technologies (OTCQB: OBMP) (f/k/a Avant Diagnostics, Inc.) is commercializing the phosphoprotein tumor analysis platform Theralink® to improve diagnosis and treatment response rates across all cancers

AMBS Operations LLC is setup to manage the assets of Amaranthus Bioscience Holdings, Inc.

Hemp BioHealth, LLC is seeking to develop inhalable non-psychoactive cannabinoid products for the smoking cessation and other CNS-related disorders;

Hempori, Inc., a CBD wellness retailer in Dallas, TX with 2 stores and a growing physical and online presence.

5) 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 and the extent in which the facilities are utilized.

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.

The Company focuses on the development of biotechnology products, protected primarily by intellectual property. Each subsidiary company owns, or has exclusive license to, their principle products. The Company does not have significant facilities or leases, other than office space in New York, NY that serves as the Company’s headquarters

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>400,931</u>	<u>Common</u>	<u>0.07%</u>	
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>249,999</u>	<u>Series B</u>	<u>100%</u>	
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>992.83</u>	<u>Series E</u>	<u>86.7%</u>	
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>291.66</u>	<u>Series H</u>	<u>64%</u>	
<u>John Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>332,295</u>	<u>Common</u>	<u>0..06%</u>	
<u>Robert Harris</u>	<u>Director</u>	<u>Emeryville, CA</u>	<u>42,162</u>	<u>Common</u>	<u>0..008%</u>	
<u>Donald Huffman</u>	<u>Director</u>	<u>San Mateo, CA</u>	<u>0</u>	<u>n/a</u>	<u>n/a</u>	
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>100</u>	<u>Series A Preferred</u>	<u>43%</u>	
<u>John Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>30</u>	<u>Series A Preferred</u>	<u>13%</u>	
<u>Robert Harris</u>	<u>Director</u>	<u>Emerville, CA</u>	<u>15</u>	<u>Series A Preferred</u>	<u>6.5%</u>	
<u>Donald Huffman</u>	<u>Director</u>	<u>San Mateo, CA</u>	<u>15</u>	<u>Series A Preferred</u>	<u>6.5%</u>	

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities 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.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Fessler
Firm: Sheppard Mullin
Address 1: 30 Rockefeller Center, 39th floor, New York, NY 10012
Address 2:
Phone: 212-653-8700
Email: jfessler@shepparmullin.com

Name: Gary L. Blum – attorney letter preparer
Firm: Law Offices of Gary L. Blum
Address 1: 3278 Wilshire Blvd, Los Angeles, CA 90010
Address 2: Suite 603_
Phone: 212-653-8700
Email: gblum@gblumlaw.com

Accountant or Auditor

Name: Richard Edelson
Firm: Get OTC Current
Address 1: 1050 West Jericho Turnpike

Address 2: Smithtown, NY
Phone: 631-824-0807
Email: rich@getotccurrent.com

Investor Relations

Name: Gerald Commissiong
Firm: Amarantus Bioscience Holdings, Inc.

Address 1: 45 Wall Street, Suite 920, New York, NY 10005
Address 2: _____
Phone: 650-862-5391
Email: gerald@amarantus.com

Other Service Providers

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

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

9) Financial Statements

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

- IFRS
 U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁷:

Name: **Richard Edelson**
Title: **None**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements: **The Company's financial statements were prepared by Richard Edelson, of Get OTC Current, who is qualified to prepare such financial statements by virtue of over twenty-five years of professional experience and acting as advisor of various publicly traded companies. T**

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Gerald Commissiong certify that:

1. I have reviewed this Disclosure Statement for Amarantus Bioscience Holdings, 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.

04/28/2023 [Date]

Gerald Commissiong [CEO's Signature]

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

Principal Financial Officer:

I, Gerald Commissiong certify that:

1. I have reviewed this Disclosure Statement for Amarantus Bioscience Holdings, 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.

4/28/2023 [Date]

Gerald Commissiong [CFO's Signature]

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

AMARANUTS BIOSCIENCE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ -	\$ 708
Prepaid expenses and other current assets	30,700	30,700
Total current assets	<u>30,700</u>	<u>31,408</u>
Non-current assets:		
Investment in Avant at fair value	-	-
Investment in Todos Medical	70,223	4,564,500
Investment in Emerald Organic Products, Inc.	10,000,000	10,000,000
Hempori	105,355	109,678
Intangible assets	1,256	1,256
Total non-current assets	<u>10,176,834</u>	<u>14,675,434</u>
TOTAL ASSETS	<u>\$ 10,207,534</u>	<u>\$ 14,706,842</u>
 LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 15,309,196	\$ 15,439,965
Intercompany accounts	424,297	-
Notes payable	51,395	51,395
Convertible notes	19,087,950	19,141,530
Total current liabilities	<u>34,872,838</u>	<u>34,632,890</u>
Total liabilities	<u>34,872,838</u>	<u>34,632,890</u>
Preferred stock	1,532,907	1,532,907
Common stock (\$0.0001 par value, 800,000,000 shares authorized; issued and outstanding at December 31, 2022 was 579,607,411 and 465,107,411 at December 31, 2021, respectively)	293,379	281,929
Additoinal paid in capital	79,982,634	79,911,034
Accumulated deficit	(106,474,224)	(101,651,918)
Total stockholders' equity	<u>(24,665,304)</u>	<u>(19,926,048)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 10,207,534</u>	<u>\$ 14,706,842</u>

AMARANUTS BIOSCIENCE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended	
	<u>December 30, 2022</u>	<u>December 31, 2021</u>
Net Revenues	\$ 95,331	\$ -
Operating expenses:		
General and administrative	363,359	147,923
Total operating costs and expenses	<u>363,359</u>	<u>147,923</u>
Income from operations	<u>(268,028)</u>	<u>(147,923)</u>
Other income (expense):		
Unrealized loss on investments	(4,494,277)	(10,048,356)
Settlement fees	-	-
Total other income (expense)	<u>(4,494,277)</u>	<u>(10,048,356)</u>
Net (loss) income	<u>\$ (4,762,305)</u>	<u>\$ (10,196,279)</u>

AMARANTUS BIOSCIENCE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Par value	Shares	Par value			
Balance as of December 31, 2020	<u>747,278</u>	<u>1,532,907</u>	<u>368,407,411</u>	<u>272,259</u>	<u>79,958,124</u>	<u>(91,246,883)</u>	<u>(9,483,593)</u>
Net income for the quarter ended March 31, 2021	-	-	-	-	-	16,609	16,609
Balance as of March 31, 2021	<u>747,278</u>	<u>1,532,907</u>	<u>368,407,411</u>	<u>272,259</u>	<u>79,958,124</u>	<u>(91,230,274)</u>	<u>(9,466,984)</u>
Issuance of common stock for penalties	-	-	12,000,000	1,200	40,800	-	42,000
Net Loss for the quarter ended June 30, 2021	-	-	-	-	-	(18,682)	(18,682)
Balance as of June 30, 2021	<u>747,278</u>	<u>1,532,907</u>	<u>380,407,411</u>	<u>273,459</u>	<u>79,998,924</u>	<u>(91,248,956)</u>	<u>(9,443,665)</u>
Issuance of Common Stock for services	-	-	5,000,000	500	31,500	-	32,000
Net loss for the quarter ended September 30, 2021	-	-	-	-	-	(10,045,334)	(10,045,334)
Balance as of September 30, 2021	<u>747,278</u>	<u>\$ 1,532,907</u>	<u>385,407,411</u>	<u>\$ 273,959</u>	<u>\$ 80,030,424</u>	<u>\$ (101,294,290)</u>	<u>\$ (19,457,000)</u>
Issuance of common stock	-	-	79,700,000	7,970	-	-	7,970
Adjustment for intercompany advances	-	-	-	-	(119,390)	-	(119,390)
Adjusted net loss for the quarter ended December 31, 2021	-	-	-	-	-	(357,628)	(357,628)
Balance as of December 31, 2021	<u>747,278</u>	<u>\$ 1,532,907</u>	<u>465,107,411</u>	<u>\$ 281,929</u>	<u>\$ 79,911,034</u>	<u>\$ (101,651,918)</u>	<u>\$ (19,926,048)</u>
Prior profit/loss adjustment	-	-	-	-	-	(60,000)	(60,000)
Net loss for quarter	-	-	-	-	-	(3,060,913)	(3,060,913)
Balance as of March 31, 2022	<u>747,278</u>	<u>\$ 1,532,907</u>	<u>465,107,411</u>	<u>\$ 281,929</u>	<u>\$ 79,911,034</u>	<u>\$ (104,772,831)</u>	<u>\$ (23,046,961)</u>
Common stock issued for note conversions	-	-	82,000,000	8,200	43,725	-	51,925
Common stock issued for services	-	-	5,000,000	500	21,000	-	21,500
Net loss for quarter	-	-	-	-	-	(631,988)	(631,988)
Balance as of June 30, 2022	<u>747,278</u>	<u>\$ 1,532,907</u>	<u>552,107,411</u>	<u>\$ 290,629</u>	<u>\$ 79,975,759</u>	<u>\$ (105,404,819)</u>	<u>\$ (23,605,524)</u>
Net loss for the quarter	-	-	-	-	-	336,038	336,038
Balance as of September 30, 2022	<u>747,278</u>	<u>\$ 1,532,907</u>	<u>552,107,411</u>	<u>\$ 290,629</u>	<u>\$ 79,975,759</u>	<u>\$ (105,068,781)</u>	<u>\$ (23,269,486)</u>
Common stock issued for note conversion	-	-	27,500,000	2,750	6,875	-	9,625
Net loss for quarter	-	-	-	-	-	(1,405,443)	(1,405,443)
Balance as of December 31, 2022	<u>747,278</u>	<u>\$ 1,532,907</u>	<u>579,607,411</u>	<u>\$ 293,379</u>	<u>\$ 79,982,634</u>	<u>\$ (106,474,224)</u>	<u>\$ (24,665,304)</u>

AMARANUTS BIOSCIENCE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended	
	December 31, 2022	December 31, 2021
Cash flows from operating activities		
Net (loss)/income	\$ (4,762,305)	\$ (10,196,279)
Adjustments to reconcile net loss to net cash used in operating activities		
Common stock issued for services	21,500	-
Common stock issued for penalties	-	-
Due from related parties	61,325	209,474
Accounts payable and accrued expenses	180,173	60,000
Net cash used in operating activities	(4,499,307)	(9,926,805)
Cash flows from investing activities		
Investments	4,498,599	9,972,857
Net cash used in investing activities	4,498,599	9,972,857
Cash flows from financing activities		
Additional paid in capital	-	(47,090)
Issuance of common stock	-	1,700
Net cash provided by financing activities	-	(45,390)
Net increase in cash and cash equivalents	(708)	662
Cash and cash equivalents, beginning of the period	708	46
Cash and cash equivalents, end of the period	\$ -	\$ 708

AMARANTUS BIOSCIENCE HOLDINGS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Organization and Description of Business

Amarantus Bioscience Holdings, Inc. (“Amarantus” or the “Company”) is a California based biopharmaceutical company founded in January 2008. The Company owns or has exclusive licenses to various product candidates in the biopharmaceutical healthcare industry. The Company is developing its therapeutic product candidates in the areas of neurology, psychiatry, ophthalmology and regenerative medicine. The Company’s business model is to develop its product candidates through various de-risking milestones that the Company believes will be accretive to shareholder value and will position them to be strategically partnered with pharmaceutical companies, and/or other stakeholders in order to more efficiently achieve regulatory approval and commercialization.

Note 2 – Going Concern

The Company’s activities since inception have consisted principally of acquiring product and technology rights, raising capital, and performing research and development. Successful completion of the Company’s development programs and, ultimately, the attainment of profitable operations are dependent on future events, including, among other things, its ability to access potential markets; secure financing, develop a customer base; attract, retain and motivate qualified personnel; and develop strategic alliances. From inception, the Company has been funded by a combination of equity and debt financings. Although management believes that the Company will be able to successfully fund its operations, there can be no assurance that the Company will be able to do so or that the Company will ever operate profitably. The Company’s activities since inception have consisted principally of acquiring product and technology rights, raising capital, and performing research and development. Historically, we have incurred net losses and negative cash flows from operations.

The Company expects to continue to incur substantial losses over the next several years during its development phase. To fully execute its business plan, the Company will need to complete certain research and development activities and clinical studies. Further, the Company’s product candidates will require regulatory approval prior to commercialization. These activities may span many years and require substantial expenditures to complete and may ultimately be unsuccessful. Any delays in completing these activities could adversely impact the Company. The Company plans to meet its capital requirements primarily through issuances of debt and equity securities and, in the longer term, revenue from product sales.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which contemplate continuation of the Company as a going concern.

Historically, the Company has incurred net losses and negative cash flows from operations. The Company believes its current capital resources are not sufficient to support its operations. Management intends to continue its research efforts and to finance operations of the Company through debt and/or equity financings. Management plans to seek additional debt and/or equity financing through private or public offerings or through a business combination or strategic partnership. There can be no assurance that the Company will be successful in obtaining additional financing on favorable terms, or at all. These matters raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Note 3 – Summary of Significant Accounting Policies

Significant Accounting Policies - There have been no material changes in the Company’s significant accounting policies.

Reclassification - Certain amounts in the prior period financial statements have been reclassified to conform to the presentation of the current period financial statements. These reclassifications had no effect on the previously reported net loss.

Basis of Presentation - The Financial Statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The Financial Statements have been prepared using the accrual basis of accounting in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States (See Note 2) regarding the assumption that the Company is a “going concern”.

Development Stage Company - The Company is a development stage company as defined by section 915-10-20 of the FASB Accounting Standards Codification. The Company is still devoting substantially all of its efforts on establishing the business. Its planned principal operations have not commenced. All losses accumulated since inception have been considered as part of the Company’s development stage activities.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Significant estimates include the fair value of notes receivable and derivatives, the fair value of stock-based compensation and warrants, the carrying value of intangible assets (patents and licenses), valuation allowance against deferred tax assets, and related disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Research and Development Expenditures - Research and development costs are expensed as incurred. Research and development costs include salaries and personnel-related costs, consulting fees, fees paid for contract research services, fees paid to clinical research organizations and other third parties associated with clinical trials, the costs of laboratory equipment and facilities, and other external costs.

Fair Value Option - The Company has elected the fair value option to account for its convertible note receivable and its investments at fair value with changes in fair value recorded in the statement of operations.

Investments – Investments in entities where the Company can exercise significant influence, but not control, is classified as an equity investment and accounted for using the fair value option.

Recent Accounting Pronouncements

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the FASB Accounting Standards Codification™ (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

Note 4 – Fair Value of Financial Instruments

The Company’s balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

The Company follows FASB Accounting Standards Codification (ASC) 820 “Fair Value Measurements and Disclosures” which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

On December 31, 2019 the Company entered into a licensing agreement with Emerald Organic Products, Inc. ("EMOR"). EMOR is responsible for all costs payable for activities directly related to the development and marketing of the licensed products. The following products that are owned by the corresponding subsidiaries of AMBS were included in the license to EMOR (i) Engineered Skin Substitute (ESS) from subsidiary Cutanogen Corporation, (ii) Mesencephalic Astrocyte-derived Neurotrophic Factor from subsidiary MANF Therapeutics, Inc. and (iii) PhenoGuard from subsidiary MANF Therapeutics, Inc.

The license fee paid to secure the exclusive license is 666,667 shares of EMOR convertible preferred stock. The EMOR convertible preferred stock has an automatic conversion on April 30, 2022 into 33,333,350 shares of EMOR common stock.

The license provided that EMOR pay to the Company a royalty equal to one percent (1%) of Net Sales of all licensed products and derivative products sold by EMOR. The license agreement also states that in the event that the EMOR convertible preferred converts to common stock at a value below \$66,666,666 (sixty six million six hundred and sixty six thousand and six hundred and sixty six Dollars), then the deficit delta between such amount and the actual value of such shares on the conversion date will be paid through an increased royalty percentage ("True-up Royalty"). The True-up Royalty shall be equal to twenty-nine percent (29% of the gross revenue generated from the sale of Licensed Product in addition to any other royalties, including any increased royalty from the exercise of the Option. Such True-Up Royalty ceases once the deficit delta created on the conversion date is satisfied. If on the day of conversion the common stock shares of EMOR have a fair market value equal to or higher than \$66,666,666 (sixty six million six hundred and sixty six thousand and six hundred and sixty six Dollars), then this paragraph would not apply.

On April 20, 2021 the Company submitted a notice of termination (the "Notice") of the license agreement dated December 31, 2019 between the Company and Emerald Organic Products ("EMOR") regarding the sublicense of intellectual property covering the Company's MANF and Engineered Skin Substitute programs (the "License"). The Notice provided EMOR an opportunity to cure the breaches of the License referenced in the Notice for a period of 30 days, by May 20, 2021. EMOR did not cure the breaches referenced in the Notice by May 20, 2021, and therefore the License has been terminated. The Company maintains its ownership rights to the licensing fees paid by EMOR in the amount of 666,667 shares of EMOR Series B Convertible Preferred that is convertible into 33.3 million shares of common stock of EMOR on April 30, 2022. The Company intends to pursue the reimbursement of expenses of over \$600,000 related to the maintenance and prosecution of the intellectual property underlying the License and other expenses related to the Development programs required under the License.

On December 31, 2022 the value assigned to the EMOR Series B convertible preferred was \$10,000,000 as a level III asset.

Notes 5 – Notes Payable

On March 28, 2018 the Company announced that it had entered into a Tender Exchange agreement which allows the holders of an aggregate of approximately \$8.43M in senior secured convertible debt ("Old Debt") to receive new secured convertible notes in the aggregate principal amount of approximately \$6.74M ("New Secured Debt") and holders of an aggregate of approximately \$13.91M in Series E and Series H Convertible Preferred Stock to receive new unsecured convertible note in the aggregate principal amount of approximately \$10.43M ("New Unsecured Debt" and together with the New Secured Debt comprise the "New Debt"). The New Debt holders have agreed to a moratorium of conversion of the New Debt into equity securities for a period of nine months from the closing of the Tender Exchange.

The Tender Exchange provides that upon closing and settlement of capital equal to or greater than \$5 million in Amarantus, there will be a release by holders of the New Secured Debt of all security interests in the Company's assets, and holders of New Debt will convert into a newly designated class of preferred stock (the "New Preferred Stock"). Such conversion also requires the reduction of Company accounts payable balance to less than \$2M with no single account payable exceeding \$100,000. The Tender Exchange also provides the further alternative that, upon completion of a capital raise equal to or greater than \$1 million at any subsidiary level to independently fund such subsidiaries' operations, the holders of the New Secured Debt shall release all of the security interests in such subsidiary's assets.

The holders of the New Debt and the New Preferred Stock become eligible to convert at the earlier of nine months from the closing date of the Tender Exchange ("Conversion Date"). The holders of the New Debt and New Preferred Stock will be eligible to convert approximately 25% of the principal amount of the related position (notes or preferred) starting on the Conversion Date for liquidation over a four-month interval ("Liquidation Interval"), and subsequently for conversion of the next 25% and liquidation over the same intervals thereafter over the next three successive four month periods. The conversion price of the New Preferred will be the average price of the Company common stock for the immediately preceding twelve trading days, subject to an increase cap of 250% of the uplist price. The converted shares will be subject to a liquidation limit for each Liquidation Interval of each 25% of the position equal to the greater of (i) 5% of the average trading volume for the prior five days or (ii) 0.3125% of the daily average trading volume. Strict no shorting provisions have been included in the agreements.

All securities delivered in the Tender Exchange shall be assigned to a Special Purpose Vehicle to be formed by the Company (the "AMBS SPV"), for the benefit of each holder of the securities, and the AMBS SPV shall be solely responsible for the administration and liquidation of the Company securities (conversion shares) for remittance of proceeds. Holders of the New Secured Debt will receive an aggregate of 79,250,000 share of common stock of Avant Diagnostics, Inc. (OTC Pink: AVDX) that the Company currently owns, with such shares being deposited to an additional Special Purpose Vehicle to be formed (the "AVDX SPV") specifically to ensure the orderly liquidation of such AVDX shares to be held by the New Secured Debt holders, with the proceeds from such sales being used to redeem in part, or in whole, the then outstanding balance of New Secured Debt or New Preferred Stock held by the holders of Old Secured Debt. In the event the Company sells any shares of its subsidiaries, the Company has agreed to use 50% of the proceeds from such sales to redeem the balances in the AMBS SPV. The Company reserves the right to redeem all outstanding New Debt securities in the AMBS SPV for cash at any time.

Note 6 – Stockholder's Equity

Series A Preferred Stock

On November 16, 2017, the Company's Board of Directors approved an amendment of the Company's Series A Preferred class of stock that will be convertible into common stock. 250 Series A Preferred shares will be designated, with each 1 share representing a right to buy 0.1% (total 25%) of the outstanding common shares immediately prior to an uplist onto a national exchange (the Uplist), provided however that if a concurrent financing occurs with the Uplist, then the Series A conversion shall occur immediately prior to such financing. The purpose of the creation of this class of stock is to ensure proper incentivization for the management, board of directors and key advisory team

tasked with completing the restructuring in preparation for an Uplist. The shares allowed to be purchased would not be saleable for a period of 9 months following the Uplist.

On March 20, 2022, the Company's Board of Directors adopted the 2022 Amarantus and Subsidiary/Affiliates Incentive Compensation Plan and approved a second amendment of the Company's Series A Preferred class of stock that will be convertible into common stock. 3000 Series A Preferred shares will be designated, with each 1 share representing a right to buy 0.01% (initially 13% and up to a total of 30%) of the outstanding common shares immediately prior to an uplist onto a national exchange (the Uplist), provided however that if a concurrent financing occurs with the Uplist, then the Series A conversion shall occur immediately prior to such financing. The Board created alternate provisions for conversion, the purpose of which is to attract additional highly qualified personnel and ensure further incentivization via partial conversions for the achievement of other key value enhancing corporate goals and milestones. The shares allowed to be purchased would not be saleable, at the option of the Company, for up to 9 months following the goal achievement.

Series B Preferred Stock

On April 18, 2018, as part of the Company's ongoing compensation negotiation plan with its Chief Executive Officer that was initiated in October 2017 to retain Mr. Commissiong's services during the Company's ongoing restructuring efforts, the Company allowed Mr. Gerald Commissiong to purchase 249,999 shares of a newly designated Series B Preferred shares of stock at a per share price of \$0.01, for a total investment of \$2,499.99 following the successful completion of the Tender Exchange of convertible securities. Pursuant to the share purchase, Mr. Commissiong now has the right to vote 249,999 shares of Series B Preferred Stock, which Series B Preferred Stock shall vote with the Company's common stock and shall have voting power equal to 99,999 votes of common stock per share of Series B Preferred Stock, for a total number of votes equal to 24,999,650,000 shares of the Company's common stock.

Series C Preferred Stock

On December 19, 2018, the Company completed an exchange agreement with preferred shareholder Mr. Heng Fai Chan to redeem certain securities held by Mr. Chan, in exchange for the issuance of new securities. Under the terms of the agreement the following securities held by Mr. Chan via entities he controls were returned to the Company:

- 25,530,667 shares of common stock held in the name of Xpress Group International Ltd, representing approximately
- 250,000 shares of Series F Preferred Stock, and the 25,000,000,000 common share voting rights related thereto, held by Amarantus Bioscience PTE Ltd. (an entity wholly-owned by Mr. Chan)

In exchange the Company issued to Mr. Chan:

- 99 shares of Series C stock, which will convert into 9.9% of Company common stock, inclusive of any shares outstanding held by Mr. Chan, or affiliates of Mr. Chan. The conversion shall upon the earlier of at the discretion of the holder, or immediately prior to a listing of Company common stock on a national exchange. The conversion shall be a one-time conversion, which means that the holder is entitled to convert the Series C only in a single transaction. This class of Series C stock is in process of being created
- 9.9% of subsidiary Elto Pharma
- 9.9% of subsidiary Cutanogen Corporation
- 9.9% of subsidiary Breakthrough Diagnostics

For the year ended December 31, 2021, the Company issued 96,700,000 shares to various investors.

Note 7 – Related Party Transactions

Resignation of Gerald Commissiong as CEO

On February 14th, 2021, the Company's Board of Directors accepted Mr. Commissiong's resignation as Chief Executive Officer, effective March 31st, 2021. Mr. Commissiong will continue to serve in the capacity of President

until such time that the Board formally appoints a new Chief Executive Officer. Mr. Commissiong took on the role of Executive Chairman effective April 1st, 2021. A member of our Board of Directors, Donald Huffman, is acting as CEO while a search for a CEO to replace Mr. Commissiong is conducted.

Note 8 -- Sale of Subsidiary Company

On November 23, 2021, the Company and certain Convertible Note Holders (described as New Debt in Note 5) entered into a non-binding term sheet (the "Term Sheet") for the sale of the Company's subsidiary, Cutanogen Corporation, which holds certain Engineered Skin Substitute assets (ESS). This potential transaction between the Company and Convertible Note Holders will allow for the formation of a joint venture between the Convertible Note Holders and a Contract Research Organization's venture capital arm (the "CRO VC"). The Convertible Note Holders have agreed subject to completion of satisfactory final documentation for the CRO VC to become the development and implementation Partner and Financier for the joint Venture to further develop the ESS asset.

The material terms contained in the Term Sheet contemplate a transaction wherein the Company sells to the Convertible Debt Holders:

- a) Subsidiary Cutanogen Corporation
- b) 50,000,000 shares of Todos Medical Ltd.

in exchange for the extinguishment of

- 1) a minimum of \$13,867,474 and up to \$17,719,810 in secured and unsecured convertible debt (the "Notes")
- 2) \$7,581,828 in accounts payable associated with ESS
- 3) 25% of any funds received by the Note holders from the Joint Venture after the Convertible Note Holders and potentially other debt holders are fully repaid the value of the Notes

On August 15, 2022, the Company received a notice from the Convertible Note Holders that the CRO VC had terminated discussions and was no longer interested in completing the transaction described in the Term Sheet. As a result, the Company and the Convertible Note Holders are currently negotiating a settlement of the convertible notes.

Note 9 – Termination of License Agreement with Psychogenics

On October 3, 2022, the Company received a termination notice from Psychogenics, Inc. with respect to the eltoprazine license agreement. The Company is currently evaluating its legal options.