

REGEN BIOPHARMA, INC.

4700 Spring Street
St.304
La Mesa , CA 91912

[Insert Company Telephone] 619.227.9192
[Insert Company Website] https://www.regenbiopharmainc.com/
[Insert Company Email] david.koos@regenbiopharma.com

Annual Report

For the period ending September 30, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

21,554,704 as of December 31, 2024

5,258,235 as of September 30, 2024 (*Most Recent Completed Fiscal Year End*)

The number of shares outstanding of our Series A Preferred Stock was:

10,123,771 as of December 31, 2024 and as of September 30, 2024

The number of shares of our Series AA Preferred stock was:

34 as of December 31, 2024 and as of September 30, 2024

The number of shares of our Series M Preferred stock was:

29,338 as of December 31, 2024 and as of September 30, 2024

The number of shares of our Series NC Preferred stock was:

15,007 as of December 31, 2024 and as of September 30, 2024

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 Control⁴ of the company has occurred during this reporting period:

Yes:

No:

⁴ "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 and names used by predecessor entities, along with the dates of the name changes.

Regen Biopharma, Inc.
Incorporated in the State of Nevada
No name changes since incorporation

Current State and Date of Incorporation or Registration: Nevada April 24,2012

Standing in this jurisdiction: Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

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

N/A

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

1-1500 Reverse stock split all classes effective March 6, 2023

On July 3, 2024 Regen Biopharma, Inc. (the “Company”) paid a dividend to all shareholders of record as of the record date of June 20 ,2024 a dividend consisting of two shares of Series A Preferred Shares for every one share held as of June 20,2024

On November 1, 2024 the Company paid a dividend to all shareholders of record as of the record date of October 17, 2024 a dividend consisting of one share of the Company’s common stock for every one share held as of October 17, 2024.

Address of the issuer’s principal executive office:

4700 Spring Street, Suite 304, La Mesa, California, 91942

Address 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: Nevada Agency and Transfer Company
Phone: 775-322-0626
Email: info@natco.com

Address: 50 West Liberty Street, Suite 880, Reno NV 89501

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: RGBP
Exact title and class of securities outstanding: Common, common shares

CUSIP: 75886M300

Par or stated value: \$0.0001
Total shares authorized: 5,800,000,000 as of date: December 31, 2024
Total shares outstanding: 21,554,704 as of date: December 31, 2024
Total number of shareholders of record: 482 as of date: December 31, 2024

Trading symbol: RGBPP
Exact title and class of securities outstanding: Preferred Stock, Series A

CUSIP: 75886M409

Par or stated value: \$0.0001
Total shares authorized: 739,000,000 as of date: December 31, 2024
Total shares outstanding: 10,123,771 as of date: December 31, 2024
Total number of shareholders of record: 480 as of date: December 31, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: Preferred Stock, Series AA
Par or stated value: \$0.0001
Total shares authorized: 600,000 as of date: December 31, 2024
Total shares outstanding: 34 as of date: December 31, 2024
Total number of shareholders of record: 1 as of date: December 31, 2024

Exact title and class of the security:	Preferred Stock, Series M
Par or stated value:	\$0.0001
Total shares authorized:	60,000,000 <u>as of date: December 31, 2024</u>
Total shares outstanding:	29,338 <u>as of date: December 31, 2024</u>
Total number of shareholders of record:	7 <u>as of date: December 31, 2024</u>

Exact title and class of the security:	Preferred Stock, Series NC
Par or stated value:	\$0.0001
Total shares authorized:	20,000 <u>as of date: December 31, 2024</u>
Total shares outstanding:	15,007 <u>as of date: December 31, 2024</u>
Total number of shareholders of record:	1 <u>as of date: December 31, 2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Common Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Common Stock owned by such holder times one (1).

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

Series AA

Each holder of Series AA Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series AA Preferred Stock owned by such holder times seven (7). Except as otherwise required by law holders of Common Stock, other series of Preferred issued by the Corporation, and Series AA Preferred Stock shall vote as a single class on all matters submitted to the stockholders.

Series A

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Series A Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series A Preferred Shares owned by such holder times one (1).

Series M

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Series M Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series M Preferred Shares owned by such holder times one (1).

Series NC

With respect to each matter submitted to a vote of stockholders of Regen, each holder of Series NC Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series NC Preferred Stock owned by such holder times 334. Except as otherwise required by law holders of Common Stock, other series of Preferred issued by Regen, and Series NC Preferred Stock shall vote as a single class on all matters submitted to the stockholders.

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

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.

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 for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding <u>Opening Balance:</u>			*Right-click the rows below and select “Insert” to add rows as needed.						
Date <u>October 1, 2022</u>									
Common 3,354,886									
Preferred:									
Series A: 293,053									
Series AA: 34									
Series M: 29,338									
Series NC: 7									
<u>Date of Transaction</u>	<u>Transaction Type</u>	<u>Number of shares</u>	<u>Class of Shares</u>	<u>Value of Shares</u>	<u>Were shares issued at a</u>	<u>Individual/ Entity Shares were issued to.</u>	<u>Reason for share issuance (e.g.</u>	<u>Restricted or Unrestricted as of this filing.</u>	<u>Exemption or</u>

				<u>issued or cancelled</u>	<u>discount to market price at the time of issuance?</u>	***You must disclose the control person(s) for any entities listed.	for cash or debt conversion) -OR- Nature of Services Provided		Registration Type.
<u>10/25/2022</u>	<u>New Issuance</u>	<u>6,667</u>	<u>Series A</u>	<u>\$44.99</u>	<u>No</u>	<u>Michael DaWald</u>	<u>Social Media consulting</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>34,992</u>	<u>Series A</u>	<u>\$11.24</u>	<u>Yes</u>	<u>RGBP Holdings LLC Jed Caven</u>	<u>Conversion \$250,000 Debt and \$143,396 Accrued Interest</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>7,129</u>	<u>Series A</u>	<u>\$11.25</u>	<u>Yes</u>	<u>The Billie Caven Revocable Trust Billie Caven</u>	<u>Conversion \$50,000 Debt and \$30,205 accrued interest</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>4,445</u>	<u>Series A</u>	<u>\$11.25</u>	<u>Yes</u>	<u>Jed Caven</u>	<u>Conversion \$50,000 Debt</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>11,276</u>	<u>Common</u>	<u>\$2.25</u>	<u>Yes</u>	<u>Jed Caven</u>	<u>Conversion \$25,369 Accrued Interest</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>1352</u>	<u>Series A</u>	<u>\$12.14</u>	<u>Yes</u>	<u>Caven Investments LLC Todd Caven</u>	<u>Conversion \$11,500 debt and \$4924 Accrued Interest</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>13348</u>	<u>Series A</u>	<u>\$11.25</u>	<u>Yes</u>	<u>Joel S. Wright</u>	<u>Conversion \$150,000 debt and \$50,164 accrued interest</u>	<u>Not Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>3328</u>	<u>Series A</u>	<u>\$11.25</u>	<u>Yes</u>	<u>Karl Kreder</u>	<u>Conversion \$25,000 Debt and 12,431 accrued interest</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/11/2022</u>	<u>New Issuance</u>	<u>3328</u>	<u>Series A</u>	<u>\$11.25</u>	<u>Yes</u>	<u>Gay Kreder</u>	<u>Conversion \$25,000 Debt and 12,431 accrued interest</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933

<u>11/11/2022</u>	<u>New Issuance</u>	<u>37,206</u>	<u>Series A</u>	<u>\$10.12</u>	<u>Yes</u>	<u>Millennium Trust Co LLC FBO Michael Ouyang and Marie Ouyang</u>	<u>Conversion \$250,000 debt and \$126,711 accrued interest</u>	<u>Not Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>12/5/2022</u>	<u>New Issuance</u>	<u>556</u>	<u>Series A</u>	<u>\$43.5</u>	<u>No</u>	<u>Mohammad Haris</u>	<u>Compensation for serving on Scientific Advisory Board</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>12/05/2022</u>	<u>New Issuance</u>	<u>556</u>	<u>Series A</u>	<u>\$43.5</u>	<u>No</u>	<u>Ravinder Reddy</u>	<u>Compensation for serving on Scientific Advisory Board</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>3/17/2023</u>	<u>New Issuance</u>	<u>15,000</u>	<u>Series NC</u>	<u>\$0.67</u>	<u>No</u>	<u>David R Koos Chairman and CEO</u>	<u>Compensation for accrued salaries</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>9/12/2023</u>	<u>New Issuance</u>	<u>125000</u>	<u>Common</u>	<u>\$2</u>	<u>No</u>	<u>Coventry Enterprises LLC Jack Bodenstein Managing Member</u>	<u>Financing Fee issued in connection with Equity Line financing</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>10/13/2023</u>	<u>New Issuance</u>	<u>16710</u>	<u>Common</u>	<u>\$1.36</u>	<u>Yes</u>	<u>Coventry Enterprises LLC Jack Bodenstein Managing Member</u>	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>10/27/2023</u>	<u>New Issuance</u>	<u>35785</u>	<u>Common</u>	<u>\$1.29</u>	<u>Yes</u>	<u>Coventry Enterprises LLC Jack Bodenstein Managing Member</u>	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>11/10/2023</u>	<u>New Issuance</u>	<u>31732</u>	<u>Common</u>	<u>\$1.20</u>	<u>Yes</u>	<u>Coventry Enterprises LLC Jack Bodenstein Managing Member</u>	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>11/27/2023</u>	<u>New Issuance</u>	<u>33,989</u>	<u>Common</u>	<u>\$0.96</u>	<u>Yes</u>	<u>Coventry Enterprises LLC Jack Bodenstein Managing Member</u>	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>12/11/2023</u>	<u>New Issuance</u>	<u>43,297</u>	<u>Common</u>	<u>\$0.88</u>	<u>Yes</u>	<u>Coventry Enterprises LLC Jack Bodenstein Managing Member</u>	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1

<u>12/20/2023</u>	<u>New Issuance</u>	<u>82,686</u>	<u>Common</u>	<u>\$0.42</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>1/3/2024</u>	<u>New Issuance</u>	<u>94,883</u>	<u>Common</u>	<u>\$0.42</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>1/10/2024</u>	<u>New Issuance</u>	<u>82643</u>	<u>Common</u>	<u>\$0.53</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>2/2/2024</u>	<u>New Issuance</u>	<u>40,229</u>	<u>Common</u>	<u>\$0.49</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>2/21/2024</u>	<u>New Issuance</u>	<u>52,569</u>	<u>Common</u>	<u>\$0.61</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>3/6/2024</u>	<u>New Issuance</u>	<u>44,503</u>	<u>Common</u>	<u>\$0.61</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>3/20/2024</u>	<u>New Issuance</u>	<u>49,230</u>	<u>Common</u>	<u>\$0.54</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>4/3/2024</u>	<u>New Issuance</u>	<u>52753</u>	<u>Common</u>	<u>\$0.48</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>5/2/2024</u>	<u>New Issuance</u>	<u>20068</u>	<u>Series A</u>	<u>\$0.65</u>	<u>No</u>	Value Quest Inc James Hibbert ,President	<u>Services consisting of Business Development Consulting</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>5/29/2024</u>	<u>New Issuance</u>	<u>66,185</u>	<u>Common</u>	<u>\$0.45</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1

						Managing Member			
<u>6/07/2024</u>	<u>New Issuance</u>	<u>62,207</u>	<u>Common</u>	<u>\$0.48</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>6/20/2024</u>	<u>New Issuance</u>	<u>75,301</u>	<u>Common</u>	<u>\$0.66</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>7/12/2024</u>	<u>New Issuance</u>	<u>135242</u>	<u>Common</u>	<u>\$0.21</u>	<u>Yes</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Cash</u>	<u>Not Restricted</u>	Registered through Form S-1
<u>9/04/2024</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.29</u>	<u>No</u>	Coventry Enterprises LLC Jack Bodenstein Managing Member	<u>Financing Fee issued in connection with purchase of \$250,000 Promissory Note by Coventry Enterprises LLC</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>9/26/2024</u>	<u>New Issuance</u>	<u>249,915</u>	<u>Common</u>	<u>\$0.22</u>	<u>No</u>	Root Ventures LLC Zachary Ouderkirk President	<u>Services consisting of social media consulting</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/4/2024</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	Bostonia Partners, Inc Timothy Foat President	<u>Satisfaction of \$20,000 of indebtedness</u>	<u>Not Restricted</u>	Section 4(a) (2) of the securities Act of 1933
<u>11/13/2023</u>	<u>New Issuance</u>	<u>370,084</u>	<u>Common</u>	<u>\$0.09</u>		Root Ventures LLC Zachary Ouderkirk President	<u>Services consisting of social media consulting</u>	<u>Restricted</u>	Section 4(a) (2) of the securities Act of 1933
Shares Outstanding on December 31, 2024:									
<u>Ending Balance:</u>									
Common:									
<u>21,554,704</u>									
Preferred:									
Series A: 10,123,771									
Series AA: 34									
Series M: 29,338									

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

Shares Outstanding as December 31, 2024 include:

15,201 common shares issued pursuant to Round Up provisions 1-1500 Reverse Stock Split March 6, 2023

3,593 Series A Preferred shares issued pursuant to Round Up provisions 1-1500 Reverse Stock Split March 6, 2023

9,694,152 Series A Preferred Shares paid as a dividend to all shareholders of record on 7/3/2024

15,426,385 common shares distributed as a dividend to all shareholders of record paid to shareholders on November 1, 2024

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)

As of December 20, 2024:

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>5/5/2017</u>	<u>200,000</u>	<u>200,000</u>	<u>127,777</u>	<u>5/5/2020</u>	a 75% discount to the closing price of the common stock of the Company on the trading day immediately prior to the date a conversion notice is given by the Lender	<u>Clay Morel</u>	<u>Loan</u>
<u>4/6/2015</u>	<u>50,000</u>	<u>50,000</u>	<u>23,826</u>	<u>4/6/2019</u>	\$150 per share	<u>Mikules Family Trust</u> <u>Kelly Mikules, Trustee</u>	<u>Loan</u>
<u>3/8/2016</u> —	<u>100,000</u>	<u>100,000</u>	<u>48,290</u> —	<u>3/8/2019</u>	<u>\$150 per share</u>	Reiss Family Survivor Trust Claire Reiss, Trustee	<u>Loan</u>
<u>12/20/2017</u>	<u>100000</u>	<u>100000</u>	<u>70000</u> —	<u>12/20/2020</u> <u>0</u>	a 75% discount to the closing price of the common stock of the Company on the trading day immediately prior to the date a conversion notice is given by the Lender	<u>Joel S. Wright</u>	<u>Loan</u>

<u>10/3/2017</u>	<u>50000</u>	<u>50000</u>	<u>36068</u>	<u>10/3/2020</u>	a 75% discount to the closing price of the common stock of the Company on the trading day immediately prior to the date a conversion notice is given by the Lender	<u>Roger Formisano</u>	<u>Loan</u>
<u>9/4/2024</u>	<u>250,000</u>	<u>350,000</u>	<u>25,000 Guaranteed Interest</u>	<u>9/4/2025</u>	convertible, in whole or in part, into shares of Common Stock at the option of the Holder at price per share equivalent to 90% of the lowest per-share trading price for the 20 Trading Days preceding a Conversion Date. The Conversion feature was activated due to Event of Default of the terms and conditions of the Note by the Company.	Coventry Enterprises, LLC Jack Bodenstein Managing Member	<u>Loan</u>

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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. 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")

The terms "Regen Biopharma, Inc.", "Regen", "Company", "we", or "our", unless the context otherwise requires, mean Regen Biopharma, Inc., a Nevada corporation and its wholly owned subsidiary KCL, Therapeutics, Inc., a Nevada corporation.

We were incorporated April 24, 2012 under the laws of the State of Nevada. We intend to engage primarily in the development of regenerative medical applications which we intend to license, develop internally or acquire outright from other entities up to the point of successful completion of Phase I and or Phase II clinical trials after which we would either attempt to sell or license those developed applications or, alternatively, advance the application further to Phase III clinical trials. The primary factor to be considered by us in arriving at a decision to advance an application further to Phase III clinical trials would be a greater than anticipated indication of efficacy seen in Phase I trials.

The Company has the following therapies in development:

HemaXellarate : HemaXellarate is a cellular composition of autologous stromal vascular fraction derived from adipose tissue. HemaXellarate contains endothelial progenitor cells as well as mesenchymal stem cells. It is believed by the Company that once re-infused into the patient, the patient's bone marrow will regenerate and begin to function normally.

dCellVax: dCellVax is comprised of autologous dendritic cells which have been treated with an siRNA inhibitor of indoleamine-2,3-dioxygenase (IDO), an immunosuppressive enzyme. The Company believes that by inhibiting this enzyme in these dendritic cells, the patient's cells can now attack cancers, particularly breast cancer.

tCellVax: Immune cells are removed from the patient, treated with siRNA to inhibit NR2F6 and the cells re-infused to the patient. The Company believes that once the inhibitor protein is blocked, the immune system will be very activated and kill tumors. siRNA is a double-stranded RNA molecule that is non-coding and is a powerful tool in drug targeting and therapeutics development as it is used to modulate gene expression through transcriptional or translational repression. The NR2F6 nuclear receptor has been identified as a potentially very important immune cell inhibitor (an immune checkpoint) and cancer stem cell differentiator.

DiffronC: This drug is intended to use our proprietary siRNA in vivo to inhibit cancer growth and activate T cells. The siRNA targets NR2F6. T cells are part of the immune system and develop from stem cells in the bone marrow.

DuraCar: DuraCar is comprised of CAR-T cells which have been treated with an shRNA targeting the gene NR2F6. By inhibiting NR2F6, we expect our DuraCar cells to have greater efficacy and persistence than conventional CAR-T cells and create a new, optimal way to manufacture CAR-T cells. We are currently in pre-clinical testing of this drug. Chimeric antigen receptor T cells (CAR-T cells) are T cells that have been genetically engineered to produce an artificial T cell receptor for use in immunotherapy. Chimeric antigen receptors are receptor proteins that have been engineered to give T cells the new ability to target a specific antigen.

Small molecule: We have identified and patented a series of small molecules which can both activate and inhibit NR2F6. We are currently in pre-clinical testing of these drugs.

None of the abovementioned statements regarding any of our products in development are intended to be a prediction or conclusion of efficacy. No clinical trials on our product candidates have commenced so no conclusions of efficacy can be made.

As of December 31, 2024 we have not licensed any existing therapies which may be marketed.

The Company has entered into license agreements with Zander Therapeutics, Inc. (an entity under common control) and Oncology Pharma Inc. (an unrelated entity).

Both Zander and Oncology Pharma, Inc. will be required to obtain approval from the United States Food and Drug Administration (“FDA”) in order to market any Licensed Product which may be developed within the United States and no assurance may be given that such approval would be granted.

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

KCL Therapeutics, Inc., a Nevada corporation. 100% owned subsidiary

C. Describe the issuers’ principal products or services.

Principal Products and Services

The Company has begun development of HemaXellerate, a cellular therapy designed to heal damaged bone marrow. HemaXellerate is a patient-specific composition of cells that have been demonstrated to repair damaged bone marrow and stimulate production of blood cells based in previous animal studies. The initial application of HemaXellerate will be the treatment of severe aplastic anemia which is characterized by immune-mediated bone marrow hypoplasia (underdevelopment or incomplete development of a tissue) and pancytopenia (reduction in the number of blood cells and platelets).

Adipose tissue is collected from the patient and processed in order to separate, extract and isolate Stromal Vascular Fraction (SVF), a mix of various cell types including mesenchymal stem cells and endothelial cells. Mesenchymal stem cells are connective tissue cells that can differentiate into a variety of cell types and endothelial cells are the cells that line the interior surface of blood vessels and lymphatic vessels and which play a vital role in angiogenesis (the physiological process through which new blood vessels form from pre-existing vessels).

The isolated SVF is then intravenously administered to the patient. The Company believes that the isolated SVF will generate growth factors with the ability to repair damaged hematopoietic stem cells. Hematopoietic stem cells are immature cells that can develop into all types of blood cells, including white blood cells, red blood cells, and platelets. Hematopoietic stem cells are found in the peripheral blood and the bone marrow.

On February 5, 2013 Regen filed an Investigational New Drug (IND) application with the United States Food and Drug Administration (“FDA”) to initiate a Phase I clinical trial assessing HemaXellerate in patients with drug-refractory aplastic anemia. The Phase I clinical trial is intended to determine safety and potential efficacy of intravenously administered autologous SVF cells in patients with severe,

immune suppressive refractory aplastic anemia with the primary endpoints of safety and feasibility and secondary endpoints of efficacy as determined by patients having complete response, partial response or relapse.

Under the Orphan Drug Act, the FDA may designate a product as an orphan drug if it is a previously unapproved drug or biologic intended to treat a rare disease or condition, which is generally defined as a patient population of fewer than 200,000 individuals annually in the United States. Generally, if a product with an orphan drug designation subsequently receives the first marketing approval for the indication for which it has such designation, the product is entitled to a seven year period of marketing exclusivity, which precludes the FDA from approving another marketing application for the same drug for that time period. The sponsor of the product would also be entitled to a United States federal tax credit equal to 50% of clinical investigation expenses as well as exemptions from certain fees.

The Company believes that this application of HemaXellerate qualifies for Orphan designation under the Orphan Drug Act due to the fact that aplastic anemia is a rare disease with prevalence in the United States of less than 200,000 and intends to apply to the FDA for Orphan designation for HemaXellerate.

On December 10, 2015 Regen was informed by the United States Food and Drug Administration that Regen has satisfactorily addressed all clinical hold issues related to Regen's Investigational New Drug Application for HemaXellerate and may initiate a Phase I clinical trial assessing HemaXellerate in patients with drug-refractory aplastic anemia. The Phase I clinical trial is intended to determine safety and potential efficacy of intravenously administered autologous stromal vascular fraction (SVF) cells in patients with severe, immune suppressive refractory aplastic anemia with the primary endpoints of safety and feasibility and secondary endpoints of efficacy as determined by patients having complete response, partial response or relapse.

dCellVax is intended to be a therapy whereby dendritic cells of the cancer patient are harvested from the body, treated with siRNA that has the ability to block the dendritic cell from expressing indoleamine 2,3-dioxygenase ("IDO") and subsequently reimplanted in the cancer patient.

The dendritic cells that are treated with the IDO-blocking RNA become resistant to the influence of tumor cells which produce factors which cause the dendritic cell to express the IDO. Expression of IDO in the dendritic cell halts the dendritic cell from activating T cells and causes the dendritic cell to suppress T cells. T lymphocytes ("T cells") are a lymphocyte that play a central role in the human immune system's attempt to eradicate tumors. The Company has filed an Investigational New Drug (IND) application with the United States Food and Drug Administration ("FDA") to initiate a Phase I/II clinical trial assessing safety with signals of efficacy of the dCellVax gene-silenced dendritic cell immunotherapy for treating breast cancer. The proposed trial will recruit 10 patients with metastatic breast cancer and will involve 4 monthly injections of the dCellVax gene-silenced dendritic cell therapy. The trial is anticipated to last one year, with tumor assessment before therapy and at 6 and 12 months.

On May 12, 2021 the "Company executed a consulting agreement with Biotech Research Group Corporation, an FDA Specialist Group and Global Regulatory and Scientific Experts, for the purpose of review and guidance with regard to the planned reinstatement of the Company's inactive Investigational New Drug applications (INDs) #15376 (HemaXellerate) and #16200 (dCellVax) filed with the United States Food and Drug Administration ("FDA"). The securing of the services to be provided to the Company pursuant to this consulting agreement marks the first step taken by the Company with regard to activating the Company's currently inactive applications to initiate clinical trials.

tCellVax is intended to be a therapy where immune cells are removed from the cancer patient, treated with siRNA which inhibits NR2F6 and the cells re-infused to the patient. NR2F6 normally acts as a brake on the ability of various immune cells from being activated. The immune cells that are treated with the NR2F6-blocking siRNA become highly activated and can efficiently kill tumors. The Company has filed an Investigational New Drug (IND) application with the United States Food and Drug Administration ("FDA") to initiate a Phase I clinical trial assessing safety and feasibility of the dCellVax gene-silenced immune cell immunotherapy for treating patients with solid tumors that are metastatic or not able to be removed surgically. The proposed trial will recruit 25 patients with metastatic cancer and will involve 3 monthly injections of the dCellVax gene-silenced dendritic cell therapy. The trial is anticipated to last one year, with tumor assessment before therapy and at 6 and 12 months.

DiffronC: NR2F6 is a transcription factor that is present in many cells in the body, including immune cells but also highly expressed in certain solid tumors. NR2F6 normally acts as a brake on the ability of various immune cells from being activated and also allows tumor cells to keep growing. The Company has developed a proprietary drug that is based on shRNA technology, which prevents NR2F6 from being expressed. By inhibiting the expression of NR2F6, immune cells that are treated with the NR2F6-blocking shRNA become highly

activated and can efficiently kill tumors and tumors that have NR2F6 suppressed begin to differentiate. We are currently in pre-clinical testing of this drug to optimize its delivery in vivo.

DuraCar: DuraCar is a new cellular therapy being developed by the Company. It is comprised of CAR-T cells which contain an shRNA targeting the gene NR2F6. CAR-T cells are T cells (the lymphoid cells of the body that kill tumors) isolated from a cancer patient that have been modified by expressing a chimeric antigen receptor (CAR) which is specific for the patient's tumor. These CAR-T cells are then re-infused back into the patient. The CAR-T cells then home in directly on the tumor because they have been given the tumor-specific address via the CAR. While CAR-T cells are very effective in treating leukemias, they are not effective at treating most solid tumors. The reason for this is believed to be that the CAR-T cells are "turned-off" by the physical environment surround solid tumors. By inhibiting NR2F6, we expect our DuraCar cells to have greater efficacy and persistence than conventional CAR-T cells and create a new, optimal way to manufacture CAR-T cells. We are currently in pre-clinical testing of this drug.

Experiments performed on behalf of the Company by two unrelated contract research organizations (CROs) found that T cells which express the chimeric antigen receptor (CAR) construct targeting CD19 and expressing siRNA for NR2F6 had high expression levels of NR2F6 mRNA. NR2F6 is considered an immune checkpoint and thus increasing its activity is likely to lead to immune suppression which may be utilized in the development of therapies for the treatment of autoimmune disorders.

Small molecule: We have identified and patented a series of small molecules which can both activate and inhibit NR2F6. NR2F6 normally acts as a brake on the ability of various immune cells from being activated and also allows tumor cells to keep growing. By inhibiting the function of NR2F6 using small molecules, immune cells that are treated with the NR2F6-blocking agents, similar to using the shRNA approach, should become highly activated and efficiently kill tumors. In addition, tumors that have NR2F6 blocked by using these small molecules should begin to differentiate. Conversely, activating NR2F6 is expected to suppress the immune system. This ability to suppress the immune system can be very useful for treating autoimmune disorders. We are currently in pre-clinical testing of these drugs.

None of the abovementioned statements regarding any of our products in development are intended to be a prediction or conclusion of efficacy. No clinical trials on our product candidates have commenced so no conclusions of efficacy can be made.

Research Conducted

The Company has begun development of HemaXellerate, a cellular therapy designed to heal damaged bone marrow. HemaXellerate is a patient-specific composition of cells that have been demonstrated to repair damaged bone marrow and stimulate production of blood cells based in previous animal studies. The initial application of HemaXellerate will be the treatment of severe aplastic anemia which is characterized by immune-mediated bone marrow hypoplasia (underdevelopment or incomplete development of a tissue) and pancytopenia (reduction in the number of blood cells and platelets).

Adipose tissue is collected from the patient and processed in order to separate, extract and isolate Stromal Vascular Fraction (SVF), a mix of various cell types including mesenchymal stem cells and endothelial cells. Mesenchymal stem cells are connective tissue cells that can differentiate into a variety of cell types and endothelial cells are the cells that line the interior surface of blood vessels and lymphatic vessels and which play a vital role in angiogenesis (the physiological process through which new blood vessels form from pre-existing vessels).

The isolated SVF is then intravenously administered to the patient. The Company believes that the isolated SVF will generate growth factors with the ability to repair damaged hematopoietic stem cells. Hematopoietic stem cells are immature cells that can develop into all types of blood cells, including white blood cells, red blood cells, and platelets. Hematopoietic stem cells are found in the peripheral blood and the bone marrow.

On February 5, 2013 Regen filed an Investigational New Drug (IND) application with the United States Food and Drug Administration ("FDA") to initiate a Phase I clinical trial assessing HemaXellerate in patients with drug-refractory aplastic anemia. The Phase I clinical trial is intended to determine safety and potential efficacy of intravenously administered autologous SVF cells in patients with severe, immune suppressive refractory aplastic anemia with the primary endpoints of safety and feasibility and secondary endpoints of efficacy as determined by patients having complete response, partial response or relapse.

Under the Orphan Drug Act, the FDA may designate a product as an orphan drug if it is a previously unapproved drug or biologic intended to treat a rare disease or condition, which is generally defined as a patient population of fewer than 200,000 individuals annually in the United States. Generally, if a product with an orphan drug designation subsequently receives the first marketing approval for the indication for which it has such designation, the product is entitled to a seven year period of marketing exclusivity, which precludes the FDA from approving another marketing application for the same drug for that time period. The sponsor of the product would also be entitled to a United States federal tax credit equal to 50% of clinical investigation expenses as well as exemptions from certain fees.

The Company believes that this application of HemaXellerate qualifies for Orphan designation under the Orphan Drug Act due to the fact that aplastic anemia is a rare disease with prevalence in the United States of less than 200,000 and intends to apply to the FDA for Orphan designation for HemaXellerate.

On December 10, 2015 Regen was informed by the United States Food and Drug Administration that Regen has satisfactorily addressed all clinical hold issues related to Regen's Investigational New Drug Application for HemaXellerate and may initiate a Phase I clinical trial assessing HemaXellerate in patients with drug-refractory aplastic anemia. The Phase I clinical trial is intended to determine safety and potential efficacy of intravenously administered autologous stromal vascular fraction (SVF) cells in patients with severe, immune suppressive refractory aplastic anemia with the primary endpoints of safety and feasibility and secondary endpoints of efficacy as determined by patients having complete response, partial response or relapse.

The costs to perform this Phase I clinical trial is estimated to be approximately \$5,000,000 and it is estimated to take 1 year to complete.

The company is developing another cell therapy product termed dCellVax. dCellVax is intended to be a therapy whereby dendritic cells of the cancer patient are harvested from the body, treated with siRNA that has the ability to block the dendritic cell from expressing indoleamine 2,3-dioxygenase ("IDO") and subsequently reimplanted in the cancer patient.

The dendritic cells that are treated with the IDO-blocking RNA become resistant to the influence of tumor cells which produce factors which cause the dendritic cell to express the IDO. Expression of IDO in the dendritic cell halts the dendritic cell from activating T cells and causes the dendritic cell to suppress T cells. T lymphocytes ("T cells") are a lymphocyte that play a central role in the human immune system's attempt to eradicate tumors. The Company has filed an Investigational New Drug (IND) application with the United States Food and Drug Administration ("FDA") to initiate a Phase I/II clinical trial assessing safety with signals of efficacy of the dCellVax gene-silenced dendritic cell immunotherapy for treating breast cancer. The proposed trial will recruit 10 patients with metastatic breast cancer and will involve 4 monthly injections of the dCellVax gene-silenced dendritic cell therapy. The trial is anticipated to cost \$5,000,000 and last one year, with tumor assessment before therapy and at 6 and 12 months.

On May 12, 2021 the "Company executed a consulting agreement with Biotech Research Group Corporation, an FDA Specialist Group and Global Regulatory and Scientific Experts, for the purpose of review and guidance with regard to the planned reinstatement of the Company's inactive Investigational New Drug applications (INDs) #15376 (HemaXellerate) and #16200 (dCellVax) filed with the United States Food and Drug Administration ("FDA"). The securing of the services to be provided to the Company pursuant to this consulting agreement marks the first step taken by the Company with regard to activating the Company's currently inactive applications to initiate clinical trials.

Another cell therapy that focuses on a different mechanism of action than dCellVax is tCellVax. tCellVax is intended to be a therapy in which immune cells are removed from the cancer patient, treated with siRNA which inhibits NR2F6 and the cells re-infused to the patient. NR2F6 normally acts as a brake on the ability of various immune cells from being activated. The immune cells that are treated with the NR2F6-blocking siRNA become highly activated and can efficiently kill tumors. The Company has filed an Investigational New Drug (IND) application with the United States Food and Drug Administration ("FDA") to initiate a Phase I clinical trial assessing safety and feasibility of the dCellVax gene-silenced immune cell immunotherapy for treating patients with solid tumors that are metastatic or not able to be removed surgically. The proposed trial will recruit 25 patients with metastatic cancer and will involve 3 monthly injections of the dCellVax gene-silenced dendritic cell therapy. The trial is anticipated to cost \$5,000,000 and last one year, with tumor assessment before therapy and at 6 and 12 months.

DiffronC: NR2F6 is a transcription factor that is present in many cells in the body, including immune cells but also highly expressed in certain solid tumors. NR2F6 normally acts as a brake on the ability of various immune cells from being activated and also allows tumor cells to keep growing. The Company has developed a proprietary drug that is based on shRNA technology, which prevents NR2F6 from

being expressed. By inhibiting the expression of NR2F6, immune cells that are treated with the NR2F6-blocking shRNA become highly activated and can efficiently kill tumors and tumors that have NR2F6 suppressed begin to differentiate. We are currently in pre-clinical testing of this drug to optimize its delivery in vivo. The two main risks associated with this drug development plan is that the NR2F6 siRNA is not effective at inhibiting NR2F6 expression or that this inhibition will not result in immune cells with enhanced tumoricidal activity.

DuraCar: DuraCar is a new cellular therapy being developed by the Company. It is comprised of CAR-T cells which contain an shRNA targeting the gene NR2F6. CAR-T cells are T cells (the lymphoid cells of the body that kill tumors) isolated from a cancer patient that have been modified by expressing a chimeric antigen receptor (CAR) which is specific for the patient's tumor. These CAR-T cells are then re-infused back into the patient. The CAR-T cells then home in directly on the tumor because they have been given the tumor-specific address via the CAR. While CAR-T cells are very effective in treating leukemias, they are not effective at treating most solid tumors. The reason for this is believed to be that the CAR-T cells are "turned-off" by the physical environment surround solid tumors. By inhibiting NR2F6, we expect our DuraCar cells to have greater efficacy and persistence than conventional CAR-T cells and create a new, optimal way to manufacture CAR-T cells. We have engaged two contract research organizations to advance our pre-clinical testing of this drug. Pre-clinical testing includes design and construction of the relevant plasmids, efficient transfection of T cells, assessment of the expression levels of the siRNA directed at NR2F6 and measurement of its effectiveness at inhibition of NR2F6 expression. Then, these cells will be analyzed for enhanced tumor-killing activity. The two main risks associated with this drug development plan is that the NR2F6 siRNA is not effective at inhibiting NR2F6 expression or that this inhibition will not result in a T cell with enhanced tumoricidal activity. Successful completion of these pre-clinical experiments will significantly de-risk the project.

Experiments performed on behalf of the Company by two unrelated contract research organizations (CROs) found that T cells which express the chimeric antigen receptor (CAR) construct targeting CD19 and expressing siRNA for NR2F6 had high expression levels of NR2F6 mRNA. NR2F6 is considered an immune checkpoint and thus increasing its activity is likely to lead to immune suppression which may be utilized in the development of therapies for the treatment of autoimmune disorders

Small Molecule Drugs: We have identified and patented a series of small molecules which can both activate and inhibit NR2F6. NR2F6 normally acts as a brake on the ability of various immune cells from being activated and also allows tumor cells to keep growing. By inhibiting the function of NR2F6 using small molecules, immune cells that are treated with the NR2F6-blocking agents, similar to using the shRNA approach, should become highly activated and efficiently kill tumors. In addition, tumors that have NR2F6 blocked by using these small molecules should begin to differentiate. Conversely, activating NR2F6 is expected to suppress the immune system. This ability to suppress the immune system can be very useful for treating autoimmune disorders. We are currently in pre-clinical testing of these drugs.

Patents and Patent Applications:

The following is a list of intellectual property ("IP") controlled by either Regen Biopharma, Inc. (the "Company") or KCL Therapeutics ("KCL"). KCL is a wholly owned subsidiary of the Company.

IP which has been granted patent protection by the United States Patent and Trademark Office ("USPTO")

GENE SILENCING OF THE BROTHER OF THE REGULATOR OF IMPRINTED SITES (BORIS)

Provides methods and compositions useful for inhibiting expression of the gene encoding the transcription factor, Brother of the Regulatory of Imprinted Sites (BORIS) by RNA interference. Methods of the present invention can be used to silence BORIS in cancer cells, which results in apoptosis and may be useful as for treating cancer in mammals. The methods of the invention directed to cancer therapy can be used alone or in combination with standard cancer treatments such as surgery, radiation, chemotherapy, and immunotherapy.

Patent No: 8263571

METHODS AND MEANS OF GENERATING IL-17 ASSOCIATED ANTITUMOR EFFECTOR CELLS BY INHIBITION OF NR2F6 INHIBITION

Means, methods, and compositions of matter useful for generation of cancer inhibitory effector cells producing interleukin-17 (IL-17). In one embodiment a cellular population is obtained, said cellular population is exposed to agents capable of inhibiting NR2F6, whereby said inhibition of NR2F6 results in upregulation of IL-17 production, said upregulation of IL-17 production associated with acquisition of anti-tumor activity.

Patent No : 11,053,503

METHODS OF SCREENING COMPOUNDS THAT CAN MODULATE NR2F6 BY DISPLACEMENT OF A REFERENCE LIGAND

Compositions of matter, protocols and methods of screening test compounds to identifying agonists and antagonists of the orphan nuclear receptor NR2F6 by measuring the ability of a test compound to occupy the active site of NR2F6, in the presence of a reference compound.

Patent No: 10,088,485

MODULATION OF NR2F6 AND METHODS AND USES THEREOF

The application provides methods of modulating NR2F6 in a cell or animal in need thereof by administering an effective amount of a NR2F6 modulator

Patent No: 9091696

25

“UNIVERSAL DONOR CHECKPOINT INHIBITOR SILENCED/GENE EDITED CORD BLOOD KILLER CELLS”

The invention encompasses compositions of matters, cells, and treatment protocols useful for induction of anticancer responses in a patient suffering from cancer. In one embodiment the invention provides the use of NR2F6 silencing or gene editing in cord blood cells possessing anti-tumor activity in order to induce potentiated killer cells suitable for therapeutic use. In one embodiment said allogeneic cord blood killer cells are administered to initiate a cascade of antitumor immune responses, with initially responses mediated by allogeneic killer cells, and followed by endogenous immune responses.

Patent No: 11,141,471 B2

ANTIGEN SPECIFIC MRNA CELLULAR CANCER VACCINES

Antigen specific cancer vaccines in which immunogenic epitopes are produced intracellularly by administration of modified mRNA encoding said immunogenic epitopes. In one embodiment of the invention, said modified mRNA encodes peptides derived from the protein survivin. By directly inducing gene expression of the antigens to which an immune response is desired, immunogenic peptides are generated intracellularly, thus allowing for a wider repertoire of epitopes to be presented to the adaptive immune system, which augments likelihood of successful induction of immunity.

Patent No. 11,090,332

METHOD OF CANCER TREATMENT USING SIRNA SILENCING

Comprises administering to a subject one or more siRNA constructs capable of inhibiting the expression of an immunosuppressive molecule. The invention also provides siRNA constructs and compositions.

Patent No: 8389708

SMALL MOLECULE AGONISTS AND ANTAGONISTS OF NR2F6 ACTIVITY IN HUMANS.

Patent No. 11,324,719

The invention relates to compounds useful to alteration of NR2F6 activity.

Patent No. 11,712,474

Means of stimulating systemic immunity and reduction of post-surgery tumor metastasis through the concurrent intralymphatic inhibition of NR2F6 and treatment with cannabidiol. Through the combination of immunogenic cell death and immune stimulation, the invention provides a means of enhancing the abscopal effect and in some embodiments to cause immunological mediated destruction primary and secondary neoplasia.

Patent No. 11,241,427

Compounds useful for alteration of NR2F6 activity.

26

Patent no. 11,655,474

Means, methods and compositions of matter useful for suppressing pathological production of new blood vessels in conditions such as cancer and wet macular degeneration. In one embodiment the invention provides silencing of NR2F6 using nucleic acid based approaches such as RNA interference, antisense oligonucleotides, or DICER. In another embodiment, the invention teaches the administration of small molecule NR2F6 inhibitors as means of selectively inhibiting pathological but not healthy angiogenesis.

License Agreements:

On June 23, 2015 Regen Biopharma, Inc. (“Regen”) entered into an agreement (“Agreement”) with Zander Therapeutics, Inc. (“Zander”) whereby Regen granted to Zander an exclusive worldwide right and license for the development and commercialization of certain intellectual property controlled by Regen (“ License IP”) for non-human veterinary therapeutic use for a term of fifteen years. Zander is under common control with the Company.

Pursuant to the Agreement, Zander shall pay to Regen one-time, non-refundable, upfront payment of one hundred thousand US dollars (\$100,000) as a license initiation fee which must be paid within 90 days of June 23, 2015 and an annual non-refundable payment of one hundred thousand US dollars (\$100,000) on July 15th, 2016 and each subsequent anniversary of the effective date of the Agreement.

The abovementioned payments may be made, at Zander’s discretion, in cash or newly issued common stock of Zander or in common stock of Entest BioMedical Inc. valued as of the lowest closing price on the principal exchange upon which said common stock trades publicly within the 14 trading days prior to issuance.

Pursuant to the Agreement, Zander shall pay to Regen royalties equal to four percent (4%) of the Net Sales, as such term is defined in the Agreement, of any Licensed Products, as such term is defined in the Agreement, in a Quarter.

27

Pursuant to the Agreement, Zander will pay Regen ten percent (10%) of all consideration (in the case of in-kind consideration, at fair market value as monetary consideration) received by Zander from sublicensees (excluding royalties from sublicensees based on Net Sales of any Licensed Products for which Regen receives payment pursuant to the terms and conditions of the Agreement).

Zander is obligated pay to Regen minimum annual royalties of ten thousand US dollars (\$10,000) payable per year on each anniversary of the Effective Date of this Agreement, commencing on the second anniversary of June 23, 2015. This minimum annual royalty is only payable to the extent that royalty payments made during the preceding 12-month period do not exceed ten thousand US dollars (\$10,000).

The Agreement may be terminated by Regen:

If Zander has not sold any Licensed Product by ten years of the effective date of the Agreement or Zander has not sold any Licensed Product for any twelve (12) month period after Zander's first commercial sale of a Licensed Product.

The Agreement may be terminated by Zander with regard to any of the License IP if by five years from the date of execution of the Agreement a patent has not been granted by the United States patent and Trademark Office to Regen with regard to that License IP.

The Agreement may be terminated by Zander with regard to any of the License IP if a patent that has been granted by the United States patent and Trademark Office to Regen with regard to that License IP is terminated.

The Agreement may be terminated by either party in the event of a material breach by the other party.

On December 17, 2018 Regen Biopharma, Inc. ("Licensor"), KCL Therapeutics, Inc. ("Assignee") and Zander Therapeutics, Inc. ("Licensee") entered into a LICENSE ASSIGNMENT AND CONSENT AGREEMENT whereby, with regards to certain intellectual property which was assigned by Regen Biopharma, Inc. ("Assigned Properties") to its wholly owned subsidiary KCL Therapeutics, Inc., Licensor hereby transfers and assigns to Assignee all rights, duties, and obligations of Licensor under the Agreement with respect to the Assigned Properties, and Assignee agrees to assume such duties and obligations thereunder and be bound to the terms of the Agreement with respect thereto.

On April 7, 2021 Regen Biopharma, Inc. ("Regen") entered into an agreement ("Agreement") with Oncology Pharma, Inc. ("Licensee") whereby Regen granted to Licensee an exclusive right and license for the development and commercialization of certain intellectual property ("License IP") for the treatment in humans of pancreatic cancer for a term of fifteen years from April 7, 2021.

The License IP consists of antigen specific cancer vaccines in which modified mRNA is administered to produce epitopes able to produce an immune response which augments likelihood of successful induction of immunity. An epitope is the part of an antigen that is recognized by the immune system.

As consideration to Regen for the rights and license granted pursuant to the Agreement Licensee shall:

- (a) pay to Regen a nonrefundable fee of \$55,000 no later than April 20, 2021
- (b) pay to Regen royalties equal to five percent (5%) of the Net Sales as Net Sales are defined in the Agreement of any Licensed Products in a quarter.
- (c) pay to Regen ten percent (10%) of all consideration (in the case of in-kind consideration, at fair market value as monetary consideration) received by Licensee from sublicensees, excluding royalties from sublicensees based on Net Sales of any Licensed Products for which Regen receives payment.

28

Licensed Product is defined in the Agreement as (a) any method, procedure, service or process that incorporates, uses, used, is covered by, infringes or would infringe any of the License IP in the U.S. or foreign jurisdictions; and (b) any apparatus, material, equipment, machine or other product that incorporates, uses, used, is covered by, infringes or would infringe any of the License IP in the U.S. or foreign jurisdictions but for the rights granted pursuant to the Agreement.

In the event that development of the License IP by the Licensee is not commenced as of the date that is nine months from the effective date of the Agreement the rights and license granted pursuant to the Agreement shall become nonexclusive.

The foregoing description of the Agreement is not complete and is qualified in its entirety by reference to the text of the Agreement, which is attached to this Current Report on Form 8-K as Exhibit 10.1 and incorporated in this Item 1.01 by reference.

On April 7, 2021 KCL Therapeutics, Inc. (“KCL”) entered into an agreement (“Agreement”) with Oncology Pharma, Inc. (“Licensee”) whereby KCL granted to Licensee an exclusive right and license for the development and commercialization of certain intellectual property (“License IP”) for the treatment in humans of colon cancer for a term of fifteen years from April 7, 2021.

As consideration to KCL for the rights and license granted pursuant to the Agreement Licensee shall:

- (a) pay to KCL a nonrefundable fee of Fifty Thousand common shares of Oncology Pharma, Inc. no later than April 20, 2021
- (b) pay to KCL royalties equal to five percent (5%) of the Net Sales as Net Sales are defined in the Agreement of any Licensed Products in a quarter.
- (c) pay to KCL ten percent (10%) of all consideration (in the case of in-kind consideration, at fair market value as monetary consideration) received by Licensee from sublicensees, excluding royalties from sublicensees based on Net Sales of any Licensed Products for which KCL receives payment.

Licensed Product is defined in the Agreement as (a) any method, procedure, service or process that incorporates, uses, used, is covered by, infringes or would infringe any of the License IP in the U.S. or foreign jurisdictions; and (b) any apparatus, material, equipment, machine or other product that incorporates, uses, used, is covered by, infringes or would infringe any of the License IP in the U.S. or foreign jurisdictions but for the rights granted pursuant to the Agreement.

In the event that development of the License IP by the Licensee is not commenced as of the date that is nine months from the effective date of the Agreement the rights and license granted pursuant to the Agreement shall become nonexclusive.

Zander and Regen are under common control. David Koos serves as sole officer and director of both Regen BioPharma, Inc. and Zander Therapeutics Inc.

Both Zander and Oncology Pharma, Inc. will be required to obtain approval from the United States Food and Drug Administration (“FDA”) in order to market any Licensed Product which may be developed within the United States and no assurance may be given that such approval would be granted.

Distribution methods of the products or services:

It is anticipated that Regen and /or KCL will enter into licensing and/or sublicensing agreements with outside entities in order that Regen and/or KCL may obtain royalty income on the products and services which it may develop and commercialize.

Competitive business conditions and Regen’s competitive position in the industry and methods of competition

We have yet to achieve significant revenues or profits. The pharmaceutical and biologics industries in which we intend to compete are highly competitive and characterized by rapid technological advancement. Many of our competitors have greater resources than we do.

We intend to be competitive by utilizing the services and advice of individuals that we believe have expertise in their field in order that we can concentrate our resources on projects in which products and services in which we have the greatest potential to secure a competitive advantage may be developed and commercialized. The Company’s intent is to enter into nonemployee consulting agreements with individuals who we believe have a high level of expertise in their professional fields and who have agreed to provide counsel and assistance to us in (a) determining the viability of proposed projects (b) obtaining financing for projects and (c) obtaining the resources required to initiate and complete a project in the most cost effective and rapid manner.

Sources and availability of raw materials and the names of principal suppliers

The supplies and materials required to conduct our operations are available through a wide variety of sources and may be obtained through a wide variety of sources.

Need for any government approval of principal products or services, effect of existing or probable governmental regulations on the business.

The US Food and Drug Administration (“FDA”) and foreign regulatory authorities will regulate our proposed products as drugs or biologics, depending upon such factors as the use to which the product will be put, the chemical composition, and the interaction of the product on the human body. In the United States, products that are intended to be introduced into the body will generally be regulated as drugs, while tissues and cells intended for transplant into the human body will be generally be regulated as biologics.

Our domestic human drug and biological products will be subject to rigorous FDA review and approval procedures. After testing in animals, an Investigational New Drug Application (“IND”) must be filed with the FDA to obtain authorization for human testing. Extensive clinical testing, which is generally done in three phases, must then be undertaken at a hospital or medical center to demonstrate optimal use, safety, and efficacy of each product in humans.

Phase I

Phase I trials are designed to assess the safety (pharmacovigilance), tolerability, pharmacokinetics, and pharmacodynamics of a drug. These trials are often conducted in an inpatient clinic, where the subject can be observed by full-time staff. The subject who receives the drug is usually observed until several half-lives of the drug have passed. Phase I trials normally include dose-ranging, also called dose escalation, studies so that the appropriate dose for therapeutic use can be found. The tested range of doses usually are a fraction of the dose that causes harm in animal testing and involve a small group of healthy volunteers. However, there are some circumstances when real patients are used, such as patients who have end-stage disease and lack other treatment options.

Phase II

Phase II trials are designed to assess how well the drug or biologic works, as well as to continue Phase I safety assessments in a larger group of volunteers and patients. Phase II trials are performed on larger groups.

Phase III

Phase III trials are aimed at being the definitive assessment of how effective the product is in comparison with current best standard treatment and to provide an adequate basis for physician labeling. Phase III trials may also be conducted for the purposes of (i) “label expansion” (to show the product works for additional types of patients/diseases beyond the original use for which the drug was approved for marketing or (ii) to obtain additional safety data, or to support marketing claims for the product.

On occasion Phase IV (Post Approval) trials may be required by the FDA. Phase IV trials involve the safety surveillance (pharmacovigilance) and ongoing technical support of a drug after it receives permission to be sold. The safety surveillance is designed to detect any rare or long-term adverse effects over a much larger patient population and longer time period than was possible during the Phase I-III clinical trials.

All phases, must be undertaken at a hospital or medical center to demonstrate optimal use, safety, and efficacy of each product in humans. Each clinical study is conducted under the auspices of an independent Institutional Review Board (“IRB”). The IRB will consider, among other things, ethical factors, the safety of human subjects, and the possible liability of the institution. The time and expense required to perform this clinical testing can far exceed the time and expense of the research and development initially required to create the product. No action can be taken to market any therapeutic product in the United States until an appropriate New Drug Application (“NDA”) or Biologic License Application (“BLA”) or has been approved by the FDA. FDA regulations also restrict the export of therapeutic products for clinical use prior to NDA or BLA approval.

Even after initial FDA approval has been obtained, further studies may be required to provide additional data on safety or to gain approval for the use of a product as a treatment for clinical indications other than those initially targeted. In addition, use of these products during testing and after marketing could reveal side effects that could delay, impede, or prevent FDA marketing approval, resulting in FDA-ordered product recall, or in FDA-imposed limitations on permissible.

The FDA regulates the manufacturing process of pharmaceutical products, and human tissue and cell products, requiring that they be produced in compliance with Current Good Manufacturing Practices (“cGMP”). The FDA also regulates the content of advertisements used to market pharmaceutical products. Generally, claims made in advertisements concerning the safety and efficacy of a product, or any advantages of a product over another product, must be supported by clinical data filed as part of an NDA or an amendment to an

NDA, and statements regarding the use of a product must be consistent with the FDA approved labeling and dosage information for that product.

Sales of drugs and biologics outside the United States are subject to foreign regulatory requirements that vary widely from country to country. Even if FDA approval has been obtained, approval of a product by comparable regulatory authorities of foreign countries must be obtained prior to the commencement of marketing the product in those countries. The time required to obtain such approval may be longer or shorter than that required for FDA approval

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company currently occupies 2,320 square feet of office space at 4700 Spring Street, Suite 304, La Mesa, California 91942. The property is utilized as office space. We believe that the foregoing properties are adequate to meet our current needs for office space.

On January 13, 2022 Regen Biopharma, Inc. entered into a sublease agreement with BST Partners (“BST”) whereby Regen Biopharma, Inc. would sublet the aforementioned office space located at 4700 Spring Street, Suite 304, La Mesa, California 91942 from BST on a month to month basis for \$5,000 per month beginning January 14, 2022. BST Partners is controlled by David Koos who serves as the sole officer and director of Regen Biopharma, Inc.

On April 26, 2024 the Company and BST Partners (Sublessor) agreed to amend that sublease agreement (“Sublease Agreement”) entered into between the parties as follows:

The Company agreed that in addition to the base rent of \$5,000 per month to be paid by the Company to Sublessor the Company shall also reimburse Sublessor for any and all shared expenses as such term is defined within the Sublease Agreement.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

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. 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 investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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>David R. Koos</u>	Chairman, President , Treasurer, Secretary, CFO, CEO	<u>San Diego, CA</u>	<u>436,799</u>	<u>Common</u>	<u>2%</u>	_____
<u>David R Koos</u>	Chairman, President , Treasurer, Secretary, CFO, CEO	<u>San Diego, CA</u>	<u>413,288</u>	<u>Series A Preferred</u>	<u>4%</u>	_____
<u>David R.Koos</u>	Chairman, President , Treasurer, Secretary, CFO, CEO	<u>San Diego, CA</u>	<u>7,667</u>	<u>Series M Preferred</u>	<u>26.14%</u>	_____
<u>Todd S. Caven</u>	<u>Shareholder</u>	_____ <u>MAPLE GROVE, MN</u> <u>55311</u>	<u>6,667</u>	<u>Series M Preferred</u>	<u>22.73%</u>	_____
<u>Roger Formisano</u>	<u>Shareholder</u>	<u>Scottsdale, AZ 85251</u>	<u>2001</u>	<u>Series M Preferred</u>	<u>6.82%</u>	_____
<u>Robert D. Hopkins</u>	<u>Shareholder</u>	<u>Phoenix, AZ 85028</u>	<u>2001</u>	<u>Series M Preferred</u>	<u>6.82%</u>	
<u>Harry Lander</u>	<u>Shareholder</u>	<u>New York, NY , 10022</u>	<u>6667</u>	<u>Series M Preferred</u>	<u>22.73%</u>	
<u>Jean-Pierre Millon</u>	<u>Shareholder</u>	<u>Paradise Valley, AZ</u>	<u>4001</u>	<u>Series M Preferred</u>	<u>13.64%</u>	
<u>David R.Koos</u>	Chairman, President , Treasurer, Secretary, CFO, CEO	<u>San Diego, CA</u>	<u>34</u>	<u>Series AA Preferred</u>	<u>100%</u>	
<u>David R.Koos</u>	Chairman, President , Treasurer, Secretary, CFO, CEO	<u>San Diego, CA</u>	<u>15007</u>	<u>Series NC Preferred</u>	<u>100%</u>	

Common Shares owned by David Koos include 19 shares held by BMXP Holdings Shareholder’s Business Trust and 11 shares held by the AFN Trust and 366,651 shares held by Zander Therapeutics, Inc. Series A Preferred Shares owned by David Koos include 11 share held by BMXP Holdings Shareholder’s Business Trust,, 366,651 shares held by Zander Therapeutics, Inc. and 7 share held by the AFN Trust.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. Been the subject 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.

N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

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 to 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.

N/A

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Branden T. Burningham, Esq.
Address 1: Burningham Law Group
Address 2: 933 South Connor Street Salt Lake City, Utah 84108
Phone: Direct (385) 355-5189
Email: btb@burninglaw.com

Accountant or Auditor

Name: Hardik Joshi, CPA
Firm: Cubixfin LLC
Address 1: 4131N Central Expressway, Suite 900
Address 2: Dallas Texas 79204
Phone: 919009002838
Email: contact@cubixfin.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): <https://x.com/TheRegenBio>
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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: Joseph G.Vaini
Firm: Joseph G. Vaini
Nature of Services: Securities Regulation Compliance Consulting
Address 1: 1034Throg's Neck Expwy
Address 2: Bronx, NY 10465
Phone: 718 795 7790
Email: jvaini@yahoo.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **David R Koos**
Title: **CEO**
Relationship to Issuer: **Officer and Director**

Name: **Joseph G Vaini**
Title: **Consultant**
Relationship to Issuer: **Consultant**

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

IFRS
 U.S. GAAP

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

Name: **David R. Koos**
Title: **CEO**
Relationship to Issuer: **Sole officer and Director**

Name: **Joseph G Vaini**
Title: **Consultant**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ _____

Mr. Koos has obtained the following degrees

DBA - Finance (December 2003)

Atlantic International University

Ph.D. - Sociology (September 2003)

Atlantic International University

MA - Sociology (June 1983)

⁵ 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.

University of California - Riverside, California

Mr. Vaini has over 25 years' experience in preparation of GAAP compliant financial statements and consulting

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, David R. Koos certify that:

1. I have reviewed this Disclosure Statement for Regen BioPharma 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.

1/10/2025

]s/ David R. Koos, CEO

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

Principal Financial Officer:

I, David R. Koos certify that:

1. I have reviewed this Disclosure Statement for Regen BioPharm 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.

1/10/2025

/s/ David R. Koos, CFO

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

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholders

Regen Biopharma, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Regen Biopharma, Inc. (the "Company") as of September 30, 2023 and the related consolidated statements of operations, shareholders' equity, and cash flows for the year in the period ended September 30, 2023, and the related notes and schedules (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2023, and the results of its operations and its cash flows for the year in the period ended September 30, 2023, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations, has a net capital deficiency, and has stated that substantial doubt exists about the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Regen Biopharma, Inc. and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Regen Biopharma's ability to continue as a going concern.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Regen Biopharma, Inc's ability to continue as a going concern.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Critical Audit Matter

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

Audit Scope and Procedures:

We conducted our audit in accordance with the standards of the **Public Company Accounting Oversight Board (PCAOB)** and U.S. Generally Accepted Accounting Principles (GAAP). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

As part of our audit, we focused on the following key areas:

1. Balance Sheet

Assets:

Accounts Receivable: A detailed review of accounts receivable was performed. We confirm that no material misstatements exist and the receivables are appropriately stated. No allowance for doubtful accounts was deemed necessary based on management's assessment.

Prepaid Expenses and Investment Securities were audited, and the company's treatment is compliant with U.S. GAAP. Prepaid expenses are correctly amortized, and investment securities are valued appropriately at fair value.

Liabilities:

Convertible Debt: The audit confirms that the convertible debt is accurately bifurcated into its debt and equity components, per ASC 470-20.

Accrued Liabilities and Unearned Income: The balances related to accrued expenses and unearned income were traced to supporting documents. All accruals were found to be accurate and properly classified.

Equity:

Stock-Based Compensation: Common and preferred stock issued for debt, compensation, and interest were fairly valued at the grant date. These transactions are properly reflected in equity, and stock-based compensation is reported in line with ASC 718.

2. Profit and Loss (Statement of Operations)

Revenue Recognition (ASC 606):

We reviewed the Company's revenue recognition policy and tested a sample of sales transactions. The revenue is recognized in accordance with ASC 606, and the related-party transactions were found to be at arm's length.

41

Cost and Expenses:

The treatment of **Research & Development (R&D)** and **Consulting & Professional Fees** complies with U.S. GAAP. R&D costs are appropriately expensed as incurred, and consulting fees were traced to supporting agreements and services provided.

Other Income (Expense):

Interest Expense and **Derivative Expenses** were properly accounted for. The derivative instruments were terminated correctly, and gains or losses on extinguishment were recognized accurately per ASC 815.

3. Cash Flow Statement

Operating Activities:

Adjustments to net income, including stock-based compensation, changes in accounts receivable, accounts payable, and other operating items, were tested for accuracy. The net cash used in operating activities was found to be properly reconciled.

Investing Activities:

The sale of investment securities for \$25,000 was correctly recorded and reflected in both the cash flow and balance sheet, complying with ASC 320.

Financing Activities:

Proceeds from **notes payable** (\$243,750) and the issuance of **convertible notes** were confirmed to be correctly recorded. Stock issued for interest payments was valued appropriately.

Noncash Transactions:

The company issued shares as compensation for debt and interest. These transactions were properly valued and disclosed, ensuring compliance with ASC 470-50.

Audit Conclusion:

Based on the audit procedures performed, we are confident that:

The consolidated balance sheet, income statement, and cash flow statement of **Regen BioPharma, Inc.** for the year ended September 30, 2023, are **fairly presented** in all material respects in conformity with **U.S. GAAP**.

The financial statements reflect an accurate and fair representation of the financial condition, results of operations, and cash flows of the company.

Key transactions, including stock-based compensation, convertible debt, and related-party transactions, were properly valued, disclosed, and presented.

All material misstatements, if any, have been adjusted, and no further modifications are required.

Audit Opinion:

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of **Regen BioPharma, Inc.** as of September 30, 2023, and the results of its operations and its cash flows for the year then ended, in conformity with **U.S. Generally Accepted Accounting Principles (GAAP)**.

/s/Hardik Joshi

CUBIXFIN, LLC
HARDIK JOSHI, CPA
LICENSE NO. 56351
OCTOBER 24, 2024

REGEN BIOPHARMA , INC.

CONSOLIDATED BALANCE SHEETS

	September 30, 2024	September 30, 2023
	(unaudited)	
ASSETS		
CURRENT ASSETS		
Cash	\$ 716	\$ 121,037
Accounts Receivable, Related Party	94,873	0
Prepaid Expenses	59,289	0
Prepaid Rent	5,000	10,000
	<hr/>	
Total Current Assets	159,878	131,037
OTHER ASSETS		
Investment Securities, Related Party	17,733	222,580
	<hr/>	
Total Other Assets	17,733	222,580
	<hr/>	
TOTAL ASSETS	\$ 177,611	\$ 353,617
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	29,669	29,674
Notes Payable	293,819	95,710
Accrued payroll taxes	4,241	4,241
Accrued Interest	362,533	342,588
Accrued Payroll	1,256,630	1,256,630
Other Accrued Expenses	41,423	41,423
Bank Overdraft	1,000	1,000
Due to Investor	20,000	20,000
Unearned Income	1,465,171	1,591,731
Unearned Income (Related Party)	0	15,126
Derivative Liability	1,397,274	1,400,000

Convertible Notes Payable Less unamortized discount	499,880	499,880
Convertible Notes Payable, Related Parties Less unamortized discount	0	10,000
Total Current Liabilities	5,371,640	5,308,003
Long Term Liabilities:		
Convertible Notes Payable, Related Parties Less unamortized discount		
Notes Payable	0	149,614
Total Long Term Liabilities	0	149,614
Total Liabilities	5,371,640	5,457,617

STOCKHOLDERS' EQUITY (DEFICIT)

Common Stock (\$.0001 par value) 500,000,000 shares authorized; 5,800,000,000 authorized and 5,258,235 issued and outstanding as of September 30, 2024 and 3,506,366 shares issued and outstanding as of September 30,2023.	527	352
Preferred Stock, 0.0001 par value, 800,000,000 authorized as of September 30, 2024 and September 30, 2023 respectively		
Series A Preferred	1,011	40
739,000,000 authorized as of September 30, 2023 and September 30,2024 10,123,771 outstanding as of September 30, 2024 and 409,551 outstanding as of September 30, 2023		
Series AA Preferred		
\$0.0001 par value 600,000 authorized and 34 and 34 outstanding as of September 30, 2024	0	0
and September 30,2023 respectively		
Series M Preferred		
\$0.0001 par value 60,000,000 authorized and 29,338 outstanding as of September 30, 2023	3	3
and 60,000,000 authorized and 29,338 outstanding as of September 30, 2024		
Series NC Preferred		
\$0.0001 par value 20,000 authorized and 15,007 outstanding as of September 30, 2023 and September 30, 2024	2	2
Additional Paid in capital	14,684,216	13,908,141
Contributed Capital	736,326	736,326
Retained Earnings (Deficit)	(20,616,114)	(19,748,863)
Total Stockholders' Equity (Deficit)	(5,194,029)	(5,104,000)

TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	\$	177,611	\$	353,617
--	----	----------------	----	----------------

The Accompanying Notes are an Integral Part of These Financial Statements

All stock amounts have been retroactively adjusted to reflect a 1 for 1500 reverse stock split of all issued series of stock effective as of March 6, 2023

REGEN BIOPHARMA , INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended September 30, 2024 (unaudited)	Year Ended September 30, 2023
REVENUES		
Revenues	\$ 126,560	\$ 126,560
Revenues, Related Party	110,000	110,000
TOTAL REVENUES	\$ 236,560	\$ 236,560
COST AND EXPENSES		
Research and Development	153,685	212,297
General and Administrative	58,922	44,975
Consulting and Professional Fees	364,927	606,237
Rent	77,215	60,000
Total Costs and Expenses	654,749	923,509
OPERATING INCOME (LOSS)	\$ (418,189)	\$ (686,950)
OTHER INCOME & (EXPENSES)		
Interest Expense	(72,445)	(58,584)
Interest Expense attributable to		
Amortization of Discount	(28,998)	(864)
Unrealized Gain (Loss) on sale of Investment Securites	(204,847)	0
Derivative Income (Expense)	2,726	2,151,755
Financing Fees	(145,500)	(250,000)
Gain (Loss) on Extinguishment Convertible Debt		1150
TOTAL OTHER INCOME (EXPENSE)	(449,063)	1,843,457
NET INCOME (LOSS)	\$ (867,252)	\$ 1,156,507
NET INCOME (LOSS) attributable to common shareholders	\$ (867,252)	\$ 1,023,508

BASIC AND FULLY DILUTED EARNINGS (LOSS) PER SHARE	\$	(0.21)	\$0.29
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		4110265	3536963

The Accompanying Notes are an Integral Part of These Financial Statements

All stock amounts have been retroactively adjusted to reflect a 1 for 1500 reverse stock split of all issued series of stock effective as of March 6, 2023

REGEN BIOPHARMA,
INC.
CONSOLIDATED
STATEMENT OF
SHAREHOLDERS'
EQUITY (DEFICIT)

Years Ended
September 30, 2023 (
audited)and
September 30, 2024
(unaudited)

	Series Preferred A Shares	Amount	Series AA Shares	Preferred Amount	Series NC Preferred Shares	Amount		Common Shares	Amount	Series M Preferred Shares	Preferred Amount	Additional Paid-in Capital	Retained Earnings	Contributed Capital	Total
Balance September 30, 2022	293,053	\$ 28	34	\$0	7	\$ -		3,354,886	\$ 335	29,338	\$ 3	\$ 12,132,620	\$ (20,905,369)	\$ 736,326	\$ (8,036,059)
10/25/2022	Preferred Shares Issued for Nonemployee Services	6,667	\$1									299,999			\$300,000
11/11/2022	Preferred Shares Issued for Debt	70,114	\$7									761,493			\$761,500
11/11/2022	Preferred Shares Issued for Interest	35,012	\$4									380,258			\$380,262
11/11/2022	Common Shares Issued For Interest						11,279	\$1				25,368			25,369
12/5/2022	Preferred Shares Issued for Nonemployee Services	1,112	\$0									48,372			\$48,372
	Net Income for the Quarter ended December 31, 2022												1,635,730		1,635,730
Balance December 31, 2022	405,958	\$ 40	34	\$0	7	\$ -		3,366,165	\$ 337	29,338	3	\$ 13,648,107	\$ (19,269,640)	\$ 736,326	\$ (4,884,827)
3/13/2023	Common Shares issued pursuant to round up provision March 6, 2023 reverse stock split						15,201	\$2				(2)			0
3/13/2023	Preferred Shares issued pursuant to round up provision March 6, 2023 reverse stock split	3,593													
3/17/2023	Preferred Shares issued for accrued salaries				15,000	2						10,048			10,050
	Net Income (Loss) for the Quarter Ended March 31, 2023												(54,978)		(54,978)
Balance March 31, 2023	409,551	\$ 40	34	\$0	15,007	\$ 2		3,381,366	\$ 339	29,338	3	\$ 13,658,153	\$ (19,324,617)	\$ 736,326	\$ (4,929,755)
	Net Income (Loss) for the Quarter Ended June 30, 2023												(99,218)		(99,218)
Balance June 30, 2023	409,551	\$ 40	34	\$0	15,007	\$ 2		3,381,366	\$ 339	29,338	3	\$ 13,658,153	\$ (19,423,836)	\$ 736,326	\$ (5,028,973)

9/12/2023	Common shares issued for financing expenses					125,000	\$ 13					249,987.50		250,000	
Net Income (Loss) for the Quarter Ended September 30, 2023													(325,027.13)	(325,027)	
Balance September 30, 2023		409,551	\$ 40	34	\$0	15,007	\$ 2	3,506,366	352	29,338	3	\$ 13,908,141	\$ (19,748,863)	\$ 736,326	\$ (5,104,000)
10/13/2023	Common Shares issued for Cash							16,710	2			22,724		22,726	
10/27/2023	Common Shares issued for Cash							35,785	4			46,088		46,091	
11/10/2023	Common Shares issued for Cash							31,732	3			38,202		38,205	
11/27/2023	Common Shares issued for Cash							33,989	3			32,626		32,629	
12/11/2023	Common Shares issued for Cash							43,297	4			38,097		38,101	
12/20/2023	Common Shares issued for Cash							82,686	8			34,535		34,543	
Net Income (Loss) Quarter Ended December 31, 2023													(349,760)	(349,760)	
Balance December 31, 2023		409,551	\$ 40	34	\$0	15,007		3,750,565	376	29,338	3	14,120,412	(20,098,623)	\$ 736,326	(5,241,463)
1/3/2024	Common Shares issued for Cash							94,883	9			39,629		39,638	
1/10/2024	Common Shares issued for Cash							82,643	8			44,288		44,297	
2/2/2024	Common Shares issued for Cash							40,229	4			19,609		19,614	
2/21/2024	Common Shares issued for Cash							52,569	5			32,356		32,362	
3/6/2023	Common Shares issued for Cash							44,503	4			25,278		25,282	
3/20/2024	Common Shares issued for Cash							49,230	5			26,776		26,781	
Net Income (Loss) Quarter Ended March 31, 2024													(122,473)	(122,473)	
Balance March 31, 2024		409,551	\$ 40	34	\$0	15,007		4,114,622	413	29,338	3	14,308,349	(20,221,096)	736,326	(5,175,963)
4/3/2024	Common Shares issued for Cash							52,763	5,2763			25321.0437		25326.32	
5/2/2024	Preferred Shares Issued for Services	20,068	2									13,042		13,044	
5/29/2024	Common Shares issued for Cash							68,185	7			29,993		30,000	
6/7/2024	Common Shares issued for Cash							62,207	6			29,994		30,000	
6/20/2024	Common Shares issued for Cash							75,301	8			49,992		50,000	
Net Income (Loss) Quarter Ended June 30, 2024													(130,120)	(130,120)	
Balance June 30, 2024		429,619	\$ 42	34	\$0	15,007		4,373,078	439	29,338	3	14,456,692	(20,351,216)	736,326	(5,157,712)
7/3/2024	Preferred Distributed dividend	9,694,152	\$ 969									(969)		0	
7/12/2024	Common Shares issued for Cash							135,242	14			28,112		28,126	
9/4/2024	Common Shares issued for Financing Expenses							500,000	50			145,450		145,500	
9/26/2024	Common Shares issued for services							249,915	25			54,931		54,956	
Net Income (Loss) for the Quarter Ended September 30, 2024													(264,899)	(264,899)	
Balance September 30, 2024		10,123,771	\$ 1,011	34	\$0	15,007		5,258,235	527	29,338	3	14,684,216	(20,616,114)	736,326	(5,194,029)

The
Accompanying
Notes are an
Integral Part of
These
Financial
Statements

All stock amounts have been retroactively adjusted to reflect a 1 for 1500 reverse stock split of all issued series of stock effective as of March 6, 2023

REGEN BIOPHARMA , INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended September 30, 2024 (unaudited)	Year Ended September 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (loss)	\$ (867,252)	\$ 1,156,507
Adjustments to reconcile net Income to net cash	0	348,372
Preferred Stock issued as compensation	5,876	
Common Stock issued for Compensation	3,036	
Increase (Decrease) in Interest expense attributable to amortization of Discount	28,998	864
Common Stock issued for Expenses	145,500	250000
Increase (Decrease) in Accounts Payable	(5)	875
(Increase) Decrease in Accounts Receivable	(94,874)	254272
Increase (Decrease) in accrued Expenses	19,946	58,583
(Increase) Decrease in Prepaid Expenses	5,200	20,947
Increase(Decrease) in Contributed Capital	0	
Increase (Decrease) in Derivative Expense	(2,726)	(2,151,755)
Increase (Decrease) in Unearned Income	(141,687)	(111,433)
(Gain)Loss on forgiveness of Debt	0	(1,150)
Unrealized Loss(Gain) on Investment Securities	204,847	0
Net Cash Provided by (Used in) Operating Activities	\$ (693,141)	\$ (173,917)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (Decrease)in Convertible Notes Payable	(10,000)	0
Increase (Decrease)in Notes Payable	19,133	243,750
Increase (Decrease) in Common Stock issued for cash	563,686	0
Net Cash Provided by (Used in) Financing Activities	572,819	243,750

Net Increase (Decrease) in Cash	\$ (120,322)	\$ 69,833
Cash at Beginning of Period	\$ 121,037	\$ 51,204
Cash at End of Period	\$ 716	\$ 121,037

Supplemental Disclosure of Noncash investing and financing activities:

Common shares Issued for Debt			
Preferred Shares Issued for Debt		\$	761,500
Cash Paid for Interest	\$	17,500	
Common shares Issued for Interest		\$	25,369
Preferred Shares issued for Interest		\$	380,262

The Accompanying Notes are an Integral Part of These Financial Statements

All stock amounts have been retroactively adjusted to reflect a 1 for 1500 reverse stock split of all issued series of stock effective as of March 6, 2023

REGEN BIOPHARMA, INC.
Notes to Consolidated Financial Statements
As of September 30, 2024

These Notes have been retroactively adjusted to reflect a 1 for 1500 reverse stock split of all issued series of stock effective as of March 6, 2023

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company was organized April 24, 2012 under the laws of the State of Nevada

The Company intends to engage primarily in the development of regenerative medical applications which we intend to license from other entities up to the point of successful completion of Phase I and or Phase II clinical trials after which we would either attempt to sell or license those developed applications or, alternatively, advance the application further to Phase III clinical trials.

The Company is currently engaged in actively identifying small molecules that inhibit or express NR2F6 leading to immune cell activation for oncology applications and immune cell suppression for autoimmune disease.

The Company is in the early stages of development of its proposed products and therapies. The Company will be required to obtain approval from the FDA in order to market any of The Company's products or therapies. No approval has been granted by the FDA for the marketing and sale of any of the Company's products and therapies and no assurance may be given that any of the Company's products or therapies will be granted such approval. The Company's current plans include the development of regenerative medical applications up to the point of successful completion of Phase I and/ or Phase II clinical trials after which the Company would either attempt to sell or license those developed

applications or, alternatively, advance the application further to Phase III clinical trials. The Company can provide no assurance that the Company will be able to sell or license any product or that, if such product is sold or licensed, such sale or license will be on terms favorable to the Company.

A. BASIS OF ACCOUNTING

The financial statements have been prepared using the basis of accounting generally accepted in the United States of America. Under this basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred. The Company has adopted a September 30 year-end.

B. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of KCL Therapeutics, Inc., a Nevada corporation and wholly owned subsidiary of Regen. Significant inter-company transactions have been eliminated.

The Company analyzes the conversion feature of Convertible Notes for derivative accounting consideration under ASC 815-15 “Derivatives and Hedging. ASC 815-15 requires that the conversion features are bifurcated and separately accounted for as an embedded derivative contained in the Company’s convertible debt. The embedded derivative is carried on the balance sheet at fair value. Any unrealized change in fair value, as determined at each measurement period, is recorded as a component of the income statement and the associated carrying amount on the balance sheet is adjusted by the change. The Company values the embedded derivative using the Black-Scholes pricing model.

The Black Scholes pricing model used to determine the Derivative Liability on convertible notes issued by the Company in which an embedded derivative is recognized as of September 30, 2024 utilized the following inputs:

Schedule of Derivative liability	
Risk Free Interest Rate	4.74'
Expected Term	(3.78) – (4.41) Yrs
Expected Volatility	1142.86'
Expected Dividends	0

H. INCOME TAXES

The Company accounts for income taxes using the liability method prescribed by ASC 740, “Income Taxes.” Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

The Company applied the provisions of ASC 740-10-50, “Accounting For Uncertainty In Income Taxes”, which provides clarification related to the process associated with accounting for uncertain tax positions recognized in our financial statements. Audit periods remain open for review until the statute of limitations has passed. The completion of review or the expiration of the statute of limitations for a given audit period could result in an adjustment to the Company’s liability for income taxes. Any such adjustment could be material to the Company’s results of operations for any given quarterly or annual period based, in part, upon the results of operations for the given period. As of September 30, 2024 the Company had no uncertain tax positions, and will continue to evaluate for uncertain positions in the future.

The Company generated a deferred tax credit through net operating loss carry forward. However, a valuation allowance of 100% has been established.

Interest and penalties on tax deficiencies recognized in accordance with ACS accounting standards are classified as income taxes in accordance with ASC Topic 740-10-50-19.

I. BASIC EARNINGS (LOSS) PER SHARE

The Financial Accounting Standards Board (FASB) issued Accounting Standards Codification (ASC) 260, "Earnings Per Share", which specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. ASC 260 requires the presentation of basic earnings (loss) per share and diluted earnings (loss) per share. The Company has adopted the provisions of ASC 260 effective from inception.

Basic net loss per share amounts is computed by dividing the net income by the weighted average number of common shares outstanding.

J. ADVERTISING

Costs associated with advertising are charged to expense as incurred. Advertising expenses were \$0 for the years ended September 30 , 2023 and 2024

K. NOTES RECEIVABLE

Notes receivable are stated at cost, less impairment, if any.

L. REVENUE RECOGNITION

Sales of products and related costs of products sold are recognized when: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred; (iii) the price is fixed or determinable; and (iv) collectability is reasonably assured. These terms are typically met upon the prepayment or invoicing and shipment of products.

The Company determines the amount and timing of royalty revenue based on its contractual agreements with intellectual property licensees. The Company recognizes royalty revenue when earned under the terms of the agreements and when the Company considers realization of payment to be probable. Where royalties are based on a percentage of licensee sales of royalty-bearing products, the Company recognizes royalty revenue by applying this percentage to the Company's estimate of applicable licensee sales. The Company bases this estimate on an analysis of each licensee's sales results. Where warranted, revenue from licensees for contractual obligations such as License Initiation Fees are recognized upon satisfaction of all conditions required to be satisfied in order for that revenue to have been earned by the Company.

M. INTEREST RECEIVABLE

Interest receivable is stated at cost, less impairment, if any.

NOTE 2. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-10, which eliminated certain financial reporting requirements of companies previously identified as "Development Stage Entities" (Topic 915). The amendments in this ASU simplify accounting guidance by removing all incremental financial reporting requirements for development stage entities. The amendments also reduce data maintenance and, for those entities subject to audit, audit costs by eliminating the requirement for development stage entities to present inception-to-date information in the statements of income, cash flows, and shareholder equity. Early application of each of the amendments is permitted for any annual reporting period or interim period for which the entity's financial statements have not yet been issued (public business entities) or made available for issuance (other entities). Upon adoption, entities will no longer present or disclose any information required by Topic 915. The Company has adopted this standard.

As of the fiscal year ending September 30, 2019 the Company has adopted Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606). The guidance in this Update supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance throughout the Industry Topics of the Codification.

The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: Step 1: Identify the contract(s) with a customer. Step 2: Identify the performance obligations in the contract. Step 3: Determine the transaction price. Step 4: Allocate the transaction price to the performance obligations in the contract. Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

In June 2014, FASB issued Accounting Standards Update (ASU) No. 2014-12 Compensation — Stock Compensation (Topic 718), Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. A performance target in a share-based payment that affects vesting and that could be achieved after the requisite service period should be accounted for as a performance condition under Accounting Standards Codification (ASC) 718, Compensation — Stock Compensation. As a result, the target is not reflected in the estimation of the award's grant date fair value. Compensation cost would be recognized over the required service period, if it is probable that the performance condition will be achieved. The guidance is effective for annual periods beginning after 15 December 2015 and interim periods within those annual periods. Early adoption is permitted. The Company has reviewed the applicable ASU and has not, at the current time, quantified the effects of this pronouncement, however it believes that there will be no material effect on the consolidated financial statements.

In August 2014, FASB issued Accounting Standards Update (ASU) No. 2014-15 Preparation of Financial Statements – Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. Under generally accepted accounting principles (GAAP), continuation of a reporting entity as a going concern is presumed as the basis for preparing financial statements unless and until the entity's liquidation becomes imminent. Preparation of financial statements under this presumption is commonly referred to as the going concern basis of accounting. If and when an entity's liquidation becomes imminent, financial statements should be prepared under the liquidation basis of accounting in accordance with Subtopic 205-30, Presentation of Financial Statements—Liquidation Basis of Accounting. Even when an entity's liquidation is not imminent, there may be conditions or events that raise substantial doubt about the entity's ability to continue as a going concern. In those situations, financial statements should continue to be prepared under the going concern basis of accounting, but the amendments in this Update should be followed to determine whether to disclose information about the relevant conditions and events. The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The Company will evaluate the going concern considerations in this ASU, however, at the current period, management does not believe that it has met the conditions which would subject these financial statements for additional disclosure.

On January 31, 2013, the FASB issued Accounting Standards Update [ASU] 2013-01, entitled Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The guidance in ASU 2013-01 amends the requirements in the FASB Accounting Standards Codification [FASB ASC] Topic 210, entitled Balance Sheet. The ASU 2013-01 amendments to FASB ASC 210 clarify that ordinary trade receivables and receivables in general are not within the scope of ASU 2011-11, entitled Disclosure about Offsetting Assets and Liabilities, where that ASU amended the guidance in FASB ASC 210. As those disclosures now are modified with the ASU 2013-01 amendments, the FASB ASC 210 balance sheet offsetting disclosures now clearly are applicable only where reporting entities are involved with bifurcated embedded derivatives, repurchase agreements, reverse repurchase agreements, and securities borrowing and lending transactions that either are offset using the FASB ASC 210 or 815 requirements, or that are subject to enforceable master netting arrangements or similar agreements. ASU 2013-01 is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this ASU is not expected to have a material impact on our financial statements.

On February 28, 2013, the FASB issued Accounting Standards Update [ASU] 2013-04, entitled Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date. The ASU 2013-04 amendments add to the guidance in FASB Accounting Standards Codification [FASB ASC] Topic 405, entitled Liabilities and require reporting entities to measure obligations resulting from certain joint and several liability arrangements where the total amount of the obligation is fixed as of the reporting date, as the sum of the following:

The amount the reporting entity agreed to pay on the basis of its arrangement among co-obligors.

Any additional amounts the reporting entity expects to pay on behalf of its co-obligors.

While early adoption of the amended guidance is permitted, for public companies, the guidance is required to be implemented in fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments need to be implemented retrospectively to all prior periods presented for obligations resulting from joint and several liability arrangements that exist at the beginning of the year of adoption. The adoption of ASU 2013-04 is not expected to have a material effect on the Company's operating results or financial position.

On April 22, 2013, the FASB issued Accounting Standards Update [ASU] 2013-07, entitled Liquidation Basis of Accounting. With ASU 2013-07, the FASB amends the guidance in the FASB Accounting Standards Codification [FASB ASC] Topic 205, entitled Presentation of Financial Statements. The amendments serve to clarify when and how reporting entities should apply the liquidation basis of accounting. The guidance is applicable to all reporting entities, whether they are public or private companies or not-for-profit entities. The guidance also provides principles for the recognition of assets and liabilities and disclosures, as well as related financial statement presentation requirements. The requirements in ASU 2013-07 are effective for annual reporting periods beginning after December 15, 2013, and interim reporting periods within those annual periods. Reporting entities are required to apply the requirements in ASU 2013-07 prospectively from the day that liquidation becomes imminent. Early adoption is permitted. The adoption of ASU 2013-07 is not expected to have a material effect on the Company's operating results or financial position.

50

In January 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) 2016-01, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Changes to the current guidance primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the ASU clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company adopted ASU 2016-01 as of the fiscal year ending September 30, 2019.

In August 2020, FASB issued ASU 2020-06, Accounting for Convertible Instruments and Contracts in an Entity; Own Equity ("ASU 2020-06"), as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Among other changes, the new guidance removes from GAAP separation models for convertible debt that require the convertible debt to be separated into a debt and equity component, unless the conversion feature is required to be bifurcated and accounted for as a derivative or the debt is issued at a substantial premium. As a result, after adopting the guidance, entities will no longer separately present such embedded conversion features in equity, and will instead account for the convertible debt wholly as debt. The new guidance also requires use of the "if-converted" method when calculating the dilutive impact of convertible debt on earnings per share, which is consistent with the Company's current accounting treatment under the current guidance. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2021, and interim periods within those fiscal years, with early adoption permitted, but only at the beginning of the fiscal year. The Company has adopted ASU 2020-06 as of the Fiscal Year ending September 30, 2022.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company's management has not determined whether implementation of such standards would be material to its financial statements.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company generated net losses of \$20,616,114 during the period from April 24, 2012 (inception) through September 30, 2024. This condition raises substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

On September 12, 2023 the Company entered into a common stock purchase agreement (the "Equity Line Agreement") with Coventry Enterprises LLC ("Coventry") providing for an equity financing facility (the "Equity Line"). The Equity Line Agreement provides that upon the terms and subject to the conditions in the Equity Line Agreement, Coventry is

committed to purchase up to Ten Million Dollars (\$10,000,000) of shares of common stock, \$0.0001 par value per share (the “Common Stock”), over the 36-month term of the Equity Line Agreement (the “Total Commitment”).

Under the terms of the Equity Line Agreement, Coventry will not be obligated to purchase shares of Common Stock unless and until certain conditions are met, including but not limited to a Registration Statement on Form S-1 (the “Registration Statement”) becoming effective which registers Coventry’s resale of any Common Stock purchased by Coventry under the Equity Line.

From time to time over the 36-month term of the Commitment Period (as such term is defined in the Equity Line Agreement) the Company, in its sole discretion, may provide Coventry with a draw down notice (each, a “Draw Down Notice”), to purchase a specified number of shares of Common Stock (each, a “Draw Down Amount Requested”), subject to the limitations discussed below. The actual amount of proceeds the Company will receive pursuant to each Draw Down Notice (each, a “Draw Down Amount”) is to be determined by multiplying the Draw Down Amount Requested by the applicable purchase price. The purchase price of each share of Common Stock equals 80% of the lowest trading price of the Common Stock during the ten business days prior to the Draw Down Notice date (the “Pricing Period”).

The maximum number of shares of Common Stock requested to be purchased pursuant to any single Draw Down Notice cannot exceed the lesser of (i) 200% of the Average Daily Traded Value (as such term is defined in the Equity Line Agreement) during the ten business days immediately preceding the Drawdown Notice Date or (ii) \$250,000. The Company is prohibited from delivering a Draw Down Notice if the sale of shares of Common Stock pursuant to the Draw Down Notice would cause the Company to issue and sell to Coventry or Coventry to acquire or purchase an aggregate number of shares of Common Stock that would result in Coventry beneficially owning more than 4.99% of the issued and outstanding shares of Common Stock of the Company.

The Company issued Coventry 125,000 shares of its Common Stock in connection with the Equity Line Agreement.

Coventry has agreed that:

- (a) for so long as the market price of the Company’s common stock is above \$1.25 per share and
- (b) the Company is in full compliance with all agreements entered into with Coventry and
- (c) and the Company has not issued any common shares at a per share price below \$1.50, Coventry will agree to a leak out provision and will not sell more than 10,000 shares of the C

In connection with the Equity Line Agreement the Company also entered into a Registration Rights Agreement, dated September 12, 2023 with Coventry (the “Registration Rights Agreement”), pursuant to which the Company agreed to register for resale under the Securities Act of 1933 shares issuable in accordance with the Equity Line Agreement as well as the aforementioned 125,000 common shares issued in connection with the Equity Line Agreement in a Registration Statement to be filed with the Securities and Exchange Commission. Up to 1,126,954 Shares of Common Stock were registered for resale under the Securities Act of 1933 pursuant to the Registration Rights Agreement.

During the quarter ended December 31, 2023 the Company issued 244,199 common shares pursuant to the Equity Line Agreement for aggregate cash consideration of \$212,296. During the Quarter ended March 31, 2024 the Company issued 364,057 common shares pursuant to the Equity Line Agreement for aggregate cash consideration of \$187,937. During the Quarter ended June 30, 2024 the Company issued 258,456 common shares pursuant to the Equity Line Agreement for aggregate cash consideration of \$135,326. During the Quarter ended September 30, 2024 the Company issued 135,242 common shares pursuant to the Equity Line Agreement for aggregate cash consideration of \$28,126

NOTE 4. NOTES PAYABLE

- (a) RELATED PARTY as of September 30, 2024

David Koos	\$	1,708
Zander Therapeutics, Inc.	\$	40,000
Total:	\$	41,708

\$1,708 lent to the Company by David Koos is due and payable at the demand of the holder and bears simple interest at a rate of 15% per annum.

\$15,000 lent to the Company by Zander Therapeutics, Inc. is due and payable on May 3, 2025 and bears simple interest at a rate of 10% per annum.

\$25,000 lent to the Company by Zander Therapeutics, Inc. is due and payable on June 5, 2025 and bears simple interest at a rate of 10% per annum.

Zander Therapeutics, Inc. and the Company are under common control.

(b) NON RELATED PARTY As of September 30, 2024

Bostonia Partners, Inc.	\$	48,500
Coventry Enterprises LLC	\$	250,000
Total:	\$	298,500

\$48,500 lent to the Company by Bostonia Partners, Inc is due and payable on March 10, 2024 and bears simple interest at a rate of 10% per annum.

Effective September 4, 2024 the Company entered into a securities purchase agreement (the "Purchase Agreement") with Coventry Enterprises, LLC ("Coventry"), pursuant to which Coventry Enterprises purchased a 10% unsecured promissory Note (the "Note") from the Company in the principal amount of \$250,000 for consideration of \$200,000.

The Note carries "Guaranteed Interest" on the principal amount at the rate of 10% per annum for the ten month term of the Note for an aggregate Guaranteed Interest \$25,000. The Principal Amount and the Guaranteed Interest shall be due and payable in ten equal monthly payments \$27,500 commencing on November 4, 2024, and continuing on the fourth day of each month thereafter (each, a "Monthly Payment Date") until paid in full not later than September 4, 2025.

Upon an Event of Default (as such term is defined in the Note) the Note shall become convertible, in whole or in part, into shares of Common Stock at the option of the Holder at price per share equivalent to 90% of the lowest per-share trading price for the 20 Trading Days preceding a Conversion Date.

\$152,000 of the proceeds received has been utilized to repay an aggregate of \$152,000 of outstanding principal indebtedness and interest due to Coventry by the Company resulting from a \$175,000 Note issued to Coventry on September 12, 2023.

In Connection with the Purchase Agreement the Company issued to Coventry 500,000 common shares (“Commitment Shares”). If The Company has satisfied all the terms of the Note without default the Coventry shall, within 10 calendar days thereafter, return to the Company’s treasury for cancellation 350,000 of the Commitment Shares.

NOTE 5. CONVERTIBLE NOTES PAYABLE

On March 8, 2016 (“Issue date”) the Company issued a Convertible Note (“Note”) in the face amount of \$100,000 for consideration consisting of \$100,000 cash. The Note pays simple interest in the amount of 8% per annum. The maturity of the Note is three years from the issue date.

The Lender shall have the right from time to time to convert all or a part of the outstanding and unpaid principal amount of this Note into fully paid and non- assessable shares of Common Stock, as such Common Stock exists on the Issue Date, or any shares of capital stock or other securities of the Company into which such Common Stock shall hereafter be changed or reclassified pursuant to the following terms and conditions:

(a) For the period beginning on the Issue Date and ending 365 days subsequent to the Issue Date (“Year 1”) a 50% discount to the lowest Trading Price (as defined below) for the Common Stock during the ten (10) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the Conversion Date or \$150 per share (whichever is greater).

(b) For the period beginning one day subsequent to the final day of Year One and ending 365 days subsequent to Year One (“Year 2”) a 35% discount to the lowest Trading Price (as defined below) for the Common Stock during the ten (10) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the Conversion Date or \$150 per share (whichever is greater).

(c) For the period beginning one day subsequent to the final day of Year 2 and ending 365 days subsequent to Year 2 (“Year 3”) a 25% discount to the lowest Trading Price (as defined below) for the Common Stock during the ten (10) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the Conversion Date or \$150 per share (whichever is greater).

(d) “Trading Price” means the closing bid price on the Over-the-Counter Bulletin Board, or applicable trading market (the “OTCQB”) as reported by a reliable reporting service (“Reporting Service”) designated by the Lender (i.e. Bloomberg) or, if the OTCQB is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded or, if no closing bid price of such security is available in any of the foregoing manners, the average of the closing bid prices of any market makers for such security that are listed in the “pink sheets” by the National Quotation Bureau, Inc. If the Trading Price cannot be calculated for such security on such date in the manner provided above, the Trading Price shall be the fair market value as mutually determined by the Company and the Lender. “Trading Day” shall mean any day on which the Common Stock is tradable for any period on the OTCQB, or on the principal securities exchange or other securities market on which the Common Stock is then being traded. “Trading Volume” shall mean the number of shares traded on such Trading Day as reported by such Reporting Service. The Conversion Price shall be equitably adjusted for stock splits, stock dividends, rights offerings, combinations, recapitalization, reclassifications, extraordinary distributions and similar events by the Company relating to the Lender’s securities.

The Company shall have the right, exercisable on not less than five (5) Trading Days prior written notice to the Lender, to prepay the outstanding Note in part or in full, including outstanding principal and accrued interest.

Upon closing of a Transaction Event the Lender shall receive 0.10% (one tenth of one percent) of the consideration actually received by the Company from an unaffiliated third party as a result of the closing of a Transaction Event.

“Transaction Event” shall mean either of:

(a) The sale by the Company of the Company’s proprietary NR2F6 intellectual property to an unaffiliated third party

(b) The granting of a license by the Company to an unaffiliated third party granting that unaffiliated third party the right to develop and/or commercialize the Company’s proprietary NR2F6 intellectual property

As of September 30, 2024 \$100,000 of the principal amount of the Note remains outstanding.

On April 6, 2016 (“Issue date”) the Company issued a Convertible Note (“Note”) in the face amount of \$50,000 for consideration consisting of \$50,000 cash. The Note pays simple interest in the amount of 8% per annum. The maturity of the Note is three years from the issue date.

The Lender shall have the right from time to time to convert all or a part of the outstanding and unpaid principal amount of this Note into fully paid and non-assessable shares of Common Stock, as such Common Stock exists on the Issue Date, or any shares of capital stock or other securities of the Company into which such Common Stock shall hereafter be changed or reclassified pursuant to the following terms and conditions:

(a) For the period beginning on the Issue Date and ending 365 days subsequent to the Issue Date (“Year 1”) a 50% discount to the lowest Trading Price (as defined below) for the Common Stock during the ten (10) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the Conversion Date or \$150 per share (whichever is greater).

(b) For the period beginning one day subsequent to the final day of Year One and ending 365 days subsequent to Year One (“Year 2”) a 35% discount to the lowest Trading Price (as defined below) for the Common Stock during the ten (10) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the Conversion Date or \$150 per share (whichever is greater).

(c) For the period beginning one day subsequent to the final day of Year 2 and ending 365 days subsequent to Year 2 (“Year 3”) a 25% discount to the lowest Trading Price (as defined below) for the Common Stock during the ten (10) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the Conversion Date or \$150 per share (whichever is greater).

(d) “Trading Price” means the closing bid price on the Over-the-Counter Bulletin Board, or applicable trading market (the “OTCQB”) as reported by a reliable reporting service (“Reporting Service”) designated by the Lender (i.e. Bloomberg) or, if the OTCQB is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded or, if no closing bid price of such security is available in any of the foregoing manners, the average of the closing bid prices of any market makers for such security that are listed in the “pink sheets” by the National Quotation Bureau, Inc. If the Trading Price cannot be calculated for such security on such date in the manner provided above, the Trading Price shall be the fair market value as mutually determined by the Company and the Lender. “Trading Day” shall mean any day on which the Common Stock is tradable for any period on the OTCQB, or on the principal securities exchange or other securities market on which the Common Stock is then being traded. “Trading Volume” shall mean the number of shares traded on such Trading Day as reported by such Reporting Service. The Conversion Price shall be equitably adjusted for stock splits, stock dividends, rights offerings, combinations, recapitalization, reclassifications, extraordinary distributions and similar events by the Company relating to the Lender’s securities.

The Company shall have the right, exercisable on not less than five (5) Trading Days prior written notice to the Lender, to prepay the outstanding Note in part or in full, including outstanding principal and accrued interest.

Upon closing of a Transaction Event the Lender shall receive 0.10% (one tenth of one percent) of the consideration actually received by the Company from an unaffiliated third party as a result of the closing of a Transaction Event.

“Transaction Event” shall mean either of:

(a) The sale by the Company of the Company’s proprietary NR2F6 intellectual property to an unaffiliated third party

(b) The granting of a license by the Company to an unaffiliated third party granting that unaffiliated third party the right to develop and/or commercialize the Company’s proprietary NR2F6 intellectual property

As of September 30, 2024 \$50,000 of the principal amount of the Note remains outstanding.

On October 31, 2016 (“Issue date”) the Company issued a Convertible Note (“Note”) in the face amount of \$50,000 for consideration consisting of \$50,000 cash. The Note pays simple interest in the amount of 10% per annum. The maturity of the Note is two years from the issue date.

The Lender shall have the right from time to time to convert all or a part of the outstanding and unpaid principal amount of this Note into fully paid and non-assessable shares of Common Stock and/or Series A Preferred Stock, as such Stock exists on the Issue Date, or any shares of capital stock or other securities of the Company into which such Stock shall hereafter be changed or reclassified at a conversion price of \$18.75 per share.

The Company shall have the right, exercisable on not less than ten (10) Trading Days prior written notice to the Lender, to prepay the outstanding Note in part or in full, including outstanding principal and accrued interest.

As of September 30, 2024 \$50,000 of the principal amount of the Note remains outstanding.

On May 5, 2017 (“Issue date”) the Company issued a Convertible Note (“Note”) in the face amount of \$200,000 for consideration consisting of \$200,000 cash. The Note pays simple interest in the amount of 10% per annum. The maturity of the Note is May 5, 2020. The Note is convertible into the Common Shares of Regen at a price per share (“Conversion Price”) equivalent to the lower of (a) a 75% discount to the closing price of the common stock of the Company on the trading day immediately prior to the date a conversion notice is given by the Lender to Regen or (b) \$375 per common share as of the date which is the earlier of:

(i) One day subsequent to the execution of an agreement to a transaction whose completion would result in a “Change of Control” of the Company. For purposes of this Note, a Change of Control shall be defined as any transaction or series of transactions, whether by merger, sale of substantially all of the assets, or sale or transfer of more than fifty percent (50%) of the outstanding stock of the relevant entity in which the members of the Board of Directors immediately preceding the closing of the Change of Control transaction no longer constitute a majority of the Board of Directors of the surviving entity following the closing of such transaction.

ii) One day subsequent to the commencement, in compliance with applicable law, of a broad solicitation by a third party to purchase a majority percentage of the Company’s outstanding equity securities for a limited period of time contingent on shareholders of the Company tendering a fixed number of their equity securities (“Tender Offer”).

(iii) That date which is twenty four (24) months subsequent to the date of execution of this Note.

The Company shall have the right, exercisable on not less than ten (10) Trading Days prior written notice to the Lender, to prepay the outstanding Note in part or in full, including outstanding principal and accrued interest.

In the event that the Company exercises its right to prepay the note, or if the Lender chooses not to convert the remaining amount of the note into Common Shares of the company, the Lender shall receive warrants equal to 10% of the Common shares it would have received had the Lender converted the remaining amount of the Note into Common shares of the Company. The warrants shall have a strike price of \$75 per share.

The warrants shall be exercisable:

In the event that the Company exercises its right to Prepay the Note on or prior to the close of business on the three (3) month anniversary of the date that the Note shall have been prepaid by the Company (“Prepayment Date”)

In the event, part of the outstanding and unpaid principal amount of this Note and any Accrued Interest remains outstanding on the Maturity Date of the Note, or prior to the close of business on the three (3) month anniversary of the Maturity Date of the Note

As of September 30, 2024 \$200,000 of the principal amount of the Note remains outstanding.

The Company analyzed the conversion feature of the Note for derivative accounting consideration under ASC 815-15 “Derivatives and Hedging” and determined that the embedded conversion feature should be classified as a liability due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion features. ASC 815-15 requires that the conversion features are bifurcated and separately accounted for as an embedded derivative contained in the Company’s convertible debt. The embedded derivative is carried on the balance sheet at fair value. Any unrealized change in fair value, as determined at each measurement period, is recorded as a component of the income statement and the associated carrying amount on the balance sheet is adjusted by the change.

The Company values the embedded derivative using the Black-Scholes pricing model and a derivative liability of \$798,442 was recognized by the Company as of September 30, 2024.

On December 20, 2017 (“Issue date”) the Company issued a Convertible Note (“Note”) in the face amount of \$100,000 for consideration consisting of \$100,000 cash. The Note pays simple interest in the amount of 10% per annum. The maturity of the Note is December 20, 2020. The Note may be converted into the Common Shares of Regen at a price per share (“Conversion Price”) equivalent to the lower of (a) a 75% discount to the closing price of the common stock of the Company on the trading day immediately prior to the date a conversion notice is given by the Lender to Regen or (b) \$37.50 per common share as of the date which is the earlier of:

(i) One day subsequent to the execution of an agreement to a transaction whose completion would result in a “Change of Control” of the Company or KCL Therapeutics. For purposes of this Note, a Change of Control shall be defined as any transaction or series of transactions, whether by merger, sale of substantially all of the assets, or sale or transfer of more than fifty percent (50%) of the outstanding stock of the relevant entity in which the members of the Board of Directors immediately preceding the closing of the Change of Control transaction no longer constitute a majority of the Board of Directors of the surviving entity following the closing of such transaction.

(ii) One day subsequent to the commencement, in compliance with applicable law, of a broad solicitation by a third party to purchase a majority percentage of the Company’s outstanding equity securities for a limited period of time contingent on shareholders of the Company tendering a fixed number of their equity securities (“Tender Offer”).

(iv) One day subsequent to a “Transaction Event”)

Transaction Event” shall mean either of:

(a) The sale by the Company or by KCL Therapeutics, Inc. of the Company’s proprietary NR2F6 intellectual property to an unaffiliated third party

(b) The granting of a license by the Company or by KCL Therapeutics, Inc to an unaffiliated third party granting that unaffiliated third party the right to develop and/or commercialize the Company’s proprietary NR2F6 intellectual property

(v) That date which is twenty four (24) months subsequent to the date of execution of this Note.

The Company shall have the right, exercisable on not less than ten (10) Trading Days prior written notice to the Lender, to prepay the outstanding Note in part or in full, including outstanding principal and accrued interest.

In the event that that the Company exercises its right to prepay the note, or if the Lender chooses not to convert the remaining amount of the note into Common Shares of the company, the Lender shall receive warrants equal to 10% of the Common shares it would have received had the Lender converted the remaining amount of the Note into Common shares of the Company. The warrants shall have a strike price of \$37.5 per share.

The warrants shall be exercisable:

In the event that the Company exercises its right to Prepay the Note on or prior to the close of business on the three (3) month anniversary of the date that the Note shall have been prepaid by the Company (“Prepayment Date”)

In the event , part of the outstanding and unpaid principal amount of this Note and any Accrued Interest remains outstanding on the Maturity Date of the Note, or prior to the close of business on the three (3) month anniversary of the Maturity Date of the Note

As of September 30, 2024 \$100,000 of the principal amount of the Note remains outstanding.

The Company analyzed the conversion feature of the Note for derivative accounting consideration under ASC 815-15 “Derivatives and Hedging” and determined that the embedded conversion feature should be classified as a liability due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion features. ASC 815-15 requires that the conversion features are bifurcated and separately accounted for as an embedded derivative contained in the Company’s convertible debt. The embedded derivative is carried on the balance sheet at fair value. Any unrealized change in fair value, as determined at each measurement period, is recorded as a component of the income statement and the associated carrying amount on the balance sheet is adjusted by the change.

The Company values the embedded derivative using the Black-Scholes pricing model and a derivative liability of \$399,221 was recognized by the Company as of September 30, 2024.

On October 3, 2017 (“Issue date”) the Company issued a Convertible Note (“Note”) in the face amount of \$50,000 for consideration consisting of \$50,000 cash. The Note pays simple interest in the amount of 10% per annum. The maturity of the Note is October 3, 2020. The Note may be converted into the Common Shares of Regen at a price per share (“Conversion Price”) equivalent to the lower of (a) a 75% discount to the closing price of the common stock of the Company on the trading day immediately prior to the date a conversion notice is given by the Lender to Regen or (b) \$37.5 per common share as of the date which is the earlier of:

(i) One day subsequent to the execution of an agreement to a transaction whose completion would result in a “Change of Control” of the Company or KCL Therapeutics. For purposes of this Note, a Change of Control shall be defined as any transaction or series of transactions, whether by merger, sale of substantially all of the assets, or sale or transfer of more than fifty percent (50%) of the outstanding stock of the relevant entity in which the members of the Board of Directors immediately preceding the closing of the Change of Control transaction no longer constitute a majority of the Board of Directors of the surviving entity following the closing of such transaction.

(ii) One day subsequent to the commencement, in compliance with applicable law, of a broad solicitation by a third party to purchase a majority percentage of the Company’s outstanding equity securities for a limited period of time contingent on shareholders of the Company tendering a fixed number of their equity securities (“Tender Offer”).

(iv) One day subsequent to a “Transaction Event”)

Transaction Event” shall mean either of:

(a) The sale by the Company or by KCL Therapeutics , Inc. of the Company’s proprietary NR2F6 intellectual property to an unaffiliated third party

(b) The granting of a license by the Company or by KCL Therapeutics , Inc to an unaffiliated third party granting that unaffiliated third party the right to develop and/or commercialize the Company’s proprietary NR2F6 intellectual property

(v) That date which is twenty four (24) months subsequent to the date of execution of this Note.

The Company shall have the right, exercisable on not less than ten (10) Trading Days prior written notice to the Lender, to prepay the outstanding Note in part or in full, including outstanding principal and accrued interest.

In the event that that the Company exercises its right to prepay the note, or if the Lender chooses not to convert the remaining amount of the note into Common Shares of the company, the Lender shall receive warrants equal to 10% of the Common shares it would have received had the Lender converted the remaining amount of the Note into Common shares of the Company. The warrants shall have a strike price of \$37.5 per share.

The warrants shall be exercisable:

In the event that the Company exercises its right to Prepay the Note on or prior to the close of business on the three (3) month anniversary of the date that the Note shall have been prepaid by the Company (“Prepayment Date”)

In the event , part of the outstanding and unpaid principal amount of this Note and any Accrued Interest remains outstanding on the Maturity Date of the Note, or prior to the close of business on the three (3) month anniversary of the Maturity Date of the Note

As of September 30, 2024, \$50,000 of the principal amount of the Note remains outstanding.

The Company analyzed the conversion feature of the Note for derivative accounting consideration under ASC 815-15 “Derivatives and Hedging” and determined that the embedded conversion feature should be classified as a liability due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion features. ASC 815-15 requires that the conversion features are bifurcated and separately accounted for as an embedded derivative contained in the Company’s convertible debt. The embedded derivative is carried on the balance sheet at fair value. Any unrealized change in fair value, as determined at each measurement period, is recorded as a component of the income statement and the associated carrying amount on the balance sheet is adjusted by the change.

The Company values the embedded derivative using the Black-Scholes pricing model and a derivative liability of \$199,611 was recognized by the Company as of September 30, 2024.

NOTE 6. RELATED PARTY TRANSACTIONS

On June 23, 2015 the Company entered into an agreement (“Agreement”) with Zander Therapeutics, Inc. (“Zander”) whereby The Company granted to Zander an exclusive worldwide right and license for the development and commercialization of certain intellectual property controlled by The Company (“ License IP”) for non-human veterinary therapeutic use for a term of fifteen years. Zander is under common control with the Company.

Pursuant to the Agreement, Zander shall pay to The Company one-time, non-refundable, upfront payment of one hundred thousand US dollars (\$100,000) as a license initiation fee which must be paid within 90 days of June 23, 2015 and an annual non-refundable payment of one hundred thousand US dollars (\$100,000) on July 15th, 2016 and each subsequent anniversary of the effective date of the Agreement.

The abovementioned payments may be made, at Zander’s discretion, in cash or newly issued common stock of Zander.

Pursuant to the Agreement, Zander shall pay to The Company royalties equal to four percent (4%) of the Net Sales , as such term is defined in the Agreement, of any Licensed Products, as such term is defined in the Agreement, in a Quarter.

Pursuant to the Agreement, Zander will pay The Company ten percent (10%) of all consideration (in the case of in-kind consideration, at fair market value as monetary consideration) received by Zander from sublicensees (excluding royalties from sublicensees based on Net Sales of any Licensed Products for which The Company receives payment pursuant to the terms and conditions of the Agreement).

Zander is obligated pay to The Company minimum annual royalties of ten thousand US dollars (\$10,000) payable per year on each anniversary of the Effective Date of this Agreement, commencing on the second anniversary of June 23, 2015. This minimum annual royalty is only payable to the extent that royalty payments made during the preceding 12-month period do not exceed ten thousand US dollars (\$10,000).

The Agreement may be terminated by The Company:

If Zander has not sold any Licensed Product by ten years of the effective date of the Agreement or Zander has not sold any Licensed Product for any twelve (12) month period after Zander’s first commercial sale of a Licensed Product.

The Agreement may be terminated by Zander with regard to any of the License IP if by five years from the date of execution of the Agreement a patent has not been granted by the United States patent and Trademark Office to The Company with regard to that License IP.

The Agreement may be terminated by Zander with regard to any of the License IP if a patent that has been granted by the United States patent and Trademark Office to The Company with regard to that License IP is terminated.

The Agreement may be terminated by either party in the event of a material breach by the other party.

On December 17, 2018 Regen Biopharma, Inc. (“Licensor”) , KCL Therapeutics, Inc. (“Assignee”) and Zander Therapeutics, Inc. (“Licensee”) entered into a LICENSE ASSIGNMENT AND CONSENT AGREEMENT whereby, with regards to certain intellectual property which was assigned by Regen Biopharma, Inc. (“Assigned Properties”) to its wholly owned subsidiary KCL Therapeutics, Inc., Licensor hereby transfers and assigns to Assignee all rights, duties, and obligations of Licensor under the Agreement with respect to the Assigned Properties , and Assignee agrees to assume such duties and obligations thereunder and be bound to the terms of the Agreement with respect thereto.

On December 16, 2019 Zander Therapeutics, Inc. (“Zander”), KCL Therapeutics, Inc. (“KCL”) and Regen Biopharma, Inc. (“Regen”) entered into an agreement (“Agreement”) whereby:

1) Zander shall return for cancellation 194,285,714 shares of the Series A Preferred stock of Regen (“Conversion Shares”) acquired by Zander through conversion of \$340,000 of principal indebtedness of a \$350,000 convertible note payable issued by Regen to Zander. Subsequent to this event the principal amount due to Zander by Regen pursuant to the Convertible Note shall be \$350,000 which shall be applied pursuant to the Agreement.

2) A \$35,000 one time charge due to Zander by Regen (“One Time Charge”) shall be applied pursuant to the Agreement.

3) \$75,900 of principal indebtedness due to Regen by Zander and \$4,328 of accrued but unpaid interest due by Regen to Zander shall be applied pursuant to the Agreement.

No actions were taken by any of the parties to enforce the terms of the Agreement.

On April 15, 2021 the Agreement was amended as follows so that the material terms and conditions shall be:

a) Zander shall not return the Conversion shares for cancellation and the principal indebtedness of the aforementioned convertible note shall not reflect such return

b) As of December 16, 2019 all principal and accrued interest payable by Regen to Zander on that date resulting from Promissory Notes issued by Regen to Zander shall be credited towards amounts due by Zander pursuant to that agreement, as amended, entered into by and between Zander and Regen on June 23, 2015 (“License Agreement”) whereby Regen granted to Zander an exclusive worldwide right and license for the development and commercialization of certain intellectual property controlled by Regen for non-human veterinary therapeutic use for a term of fifteen years and that License Assignment And Consent agreement entered into by and between Regen, KCL and Zander on December 17, 2018 whereby Regen transferred and assigned to KCL all rights, duties, and obligations of Regen under the License Agreement and KCL agreed to assume such duties and obligations thereunder and be bound to the terms of the License Agreement with respect thereto.

Zander and Regen are under common control.

On September 30, 2018 Regen Biopharma, Inc. (“Regen”) issued a convertible promissory note in the principal amount of \$350,000 (“Note”) to Zander Therapeutics, Inc. (“Zander”). Consideration for the Note consisted of \$350,000. A onetime interest charge of 10% of the principal amount shall be applied to the principal amount of the Note. The Note is due and payable 24 months from the effective date.

Zander has the right, at any time after the September 30, 2018, at its election, to convert all or part of the outstanding and unpaid Principal Sum and accrued interest (and any other fees) into shares of fully paid and non-assessable shares of Series A Preferred stock of Regen as per this conversion formula: Number of shares receivable upon conversion equals

the dollar conversion amount divided by the Conversion Price. The Conversion Price is the greater of \$0.0001 or 60% of the lowest trade price in the 25 trading days previous to the conversion. Zander, at any time prior to selling all of the shares from a conversion, may, for any reason, rescind any portion, in whole or in part, of that particular conversion attributable to the unsold shares and have the rescinded conversion amount returned to the Principal Sum with the rescinded conversion shares returned to Regen.

As of June 30, 2024, \$0 of the principal amount of the Note remains outstanding and all accrued interest has been paid..

On January 13, 2022 Regen Biopharma, Inc. entered into a sublease agreement with BST Partners (“BST”) whereby Regen Biopharma, Inc. would sublet office space located at 4700 Spring Street, Suite 304, La Mesa, California 91942 from BST on a month to month basis for \$5,000 per month beginning January 14, 2022. On April 26, 2024 the Company and BST agreed to amend that sublease agreement as follows:

The Company agreed that in addition to the base rent of \$5,000 per month to be paid by the Company to BST the Company shall also reimburse BST for any and all shared expenses as such term is defined within the original lease agreement by and between BST and CIF LaMesa LLP beginning January 1, 2024..

BST Partners is controlled by David Koos who serves as the sole officer and director of Regen Biopharma, Inc.

\$1,708 lent to the Company by David Koos, the Company’s sole Board Member and Officer, is due and payable at the demand of the holder and bears simple interest at a rate of 15% per annum.

\$15,000 lent to the Company by Zander Therapeutics, Inc. is due and payable on May 3, 2025 and bears simple interest at a rate of 10% per annum.

\$25,000 lent to the Company by Zander Therapeutics, Inc. is due and payable on June 5, 2025 and bears simple interest at a rate of 10% per annum.

Zander Therapeutics, Inc. and the Company are under common control.

NOTE 7. STOCKHOLDERS’ EQUITY

The stockholders’ equity section of the Company contains the following classes of capital stock as of September 30, 2024:

Common stock, \$ 0.0001 par value; 5,800,000,000 shares authorized: 5,258,235 shares issued and outstanding.

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Common Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Common Stock owned by such holder times one (1).

On any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Common Stock shall receive, out of assets legally available for distribution to the Company’s stockholders, a ratable share in the assets of the Corporation.

Preferred Stock, \$0.0001 par value, 800,000,000 shares authorized of which 600,000 is designated as Series AA Preferred Stock: 34 shares issued and outstanding as of September 30, 2024, 739,000,000 is designated Series A Preferred Stock of which 10,123,771 shares are outstanding as of September 30, 2024, 60,000,000 is designated Series M Preferred Stock of which 29,338 shares are outstanding as of September 30, 2024, and 20,000 is designated Series NC stock of which 15,007 shares are outstanding as of September 30, 2024..

The abovementioned shares authorized pursuant to the Company’s certificate of incorporation may be issued from time to time without prior approval of the shareholders. The Board of Directors of the Company shall have the full authority permitted by law to establish one or more series and the number of shares constituting each such series and to fix by resolution full or limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications, restrictions, options, conversion rights and other special or relative rights of any series of the Stock that may be desired.

Series AA Preferred Stock

On September 15, 2014 the Company filed a CERTIFICATE OF DESIGNATION (“Certificate of Designations”) with the Nevada Secretary of State setting forth the preferences rights and limitations of a newly authorized series of preferred stock designated and known as “Series AA Preferred Stock” (hereinafter referred to as “Series AA Preferred Stock”).

The Board of Directors of the Company have authorized 600,000 shares of the Series AA Preferred Stock, par value \$0.0001. With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Series AA Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series AA Preferred Stock owned by such holder times seven (7). Except as otherwise required by law holders of Common Stock, other series of Preferred issued by the Corporation, and Series AA Preferred Stock shall vote as a single class on all matters submitted to the stockholders.

Series A Preferred Stock

On January 15, 2015 the Company filed a CERTIFICATE OF DESIGNATION (“Certificate of Designations”) with the Nevada Secretary of State setting forth the preferences rights and limitations of a newly authorized series of preferred stock designated and known as “Series A Preferred Stock” (hereinafter referred to as “Series A Preferred Stock”).

The Board of Directors of the Company have authorized 739,000,000 shares of the Series A Preferred Stock, par value \$0.0001. With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Series A Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series A Preferred Stock owned by such holder times one. Except as otherwise required by law holders of Common Stock, other series of Preferred issued by the Corporation, and Series A Preferred Stock shall vote as a single class on all matters submitted to the stockholders.

Holders of the Series A Preferred Stock will be entitled to receive, when, as and if declared by the board of directors of the Company (the “Board”) out of funds legally available therefore, non-cumulative cash dividends of \$0.01 per quarter. In the event any dividends are declared or paid or any other distribution is made on or with respect to the Common Stock, the holders of Series A Preferred Stock as of the record date established by the Board for such dividend or distribution on the Common Stock shall be entitled to receive, as additional dividends (the “Additional Dividends”) an amount (whether in the form of cash, securities or other property) equal to the amount (and in the form) of the dividends or distribution that such holder would have received had each share of the Series A Preferred Stock been one share of the Common Stock, such Additional Dividends to be payable on the same payment date as the payment date for the Common Stock.

Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (collectively, a “Liquidation”), before any distribution or payment shall be made to any of the holders of Common Stock or any other series of preferred stock, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital, surplus or earnings, an amount equal to \$0.01 per share of Series A Preferred (the “Liquidation Amount”) plus all declared and unpaid dividends thereon, for each share of Series A Preferred held by them.

If, upon any Liquidation, the assets of the Company shall be insufficient to pay the Liquidation Amount, together with declared and unpaid dividends thereon, in full to all holders of Series A Preferred, then the entire net assets of the Company shall be distributed among the holders of the Series A Preferred, ratably in proportion to the full amounts to which they would otherwise be respectively entitled and such distributions may be made in cash or in property taken at its fair value (as determined in good faith by the Board), or both, at the election of the Board.

On January 10, 2017 Regen Biopharma, Inc. (“Regen”) filed a CERTIFICATE OF DESIGNATION (“Certificate of Designations”) with the Nevada Secretary of State setting forth the preferences rights and limitations of a newly authorized series of preferred stock designated and known as “Series M Preferred Stock” (hereinafter referred to as “Series M Preferred Stock”).

The Board of Directors of Regen have authorized 60,000,000 shares of the Series M Preferred Stock, par value \$0.0001. With respect to each matter submitted to a vote of stockholders of Regen, each holder of Series M Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series M Preferred Stock owned by

such holder times one. Except as otherwise required by law holders of Common Stock, other series of Preferred issued by Regen, and Series M Preferred Stock shall vote as a single class on all matters submitted to the stockholders.

The holders of Series M Preferred Stock shall be entitled receive dividends, when, as and if declared by the Board of Directors in accordance with Nevada Law, in its discretion, from funds legally available therefore

On any voluntary or involuntary liquidation, dissolution or winding up of Regen, the holders of the Series M Preferred Stock shall receive, out of assets legally available for distribution to Regen's stockholders, a ratable share in the assets of Regen.

On March 26, 2021 Regen Biopharma, Inc. ("Regen") filed a CERTIFICATE OF DESIGNATION ("Certificate of Designations") with the Nevada Secretary of State setting forth the preferences rights and limitations of a newly authorized series of preferred stock designated and known as Nonconvertible Series NC Preferred Stock (hereinafter referred to as "Series NC Preferred Stock").

The Board of Directors of Regen have authorized 20,000 shares of the Series NC Preferred Stock, par value \$0.0001. With respect to each matter submitted to a vote of stockholders of Regen, each holder of Series NC Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series NC Preferred Stock owned by such holder times 334. Except as otherwise required by law holders of Common Stock, other series of Preferred issued by Regen, and Series NC Preferred Stock shall vote as a single class on all matters submitted to the stockholders.

The holders of Series NC Preferred Stock shall be entitled receive dividends, when, as and if declared by the Board of Directors in accordance with Nevada Law, in its discretion, from funds legally available therefore

On any voluntary or involuntary liquidation, dissolution or winding up of Regen, the holders of the Series NC Preferred Stock shall receive, out of assets legally available for distribution to Regen's stockholders, a ratable share in the assets of Regen.

On May 20, 2024 Regen Biopharma, Inc. amended its Certificate of Incorporation adding the following Article 8 which is and reads as follows:

Shares of one class or series of stock may be issued as a share dividend in respect of another class or series.

On May 21, 2024 the Board of Directors of Regen Biopharma, Inc declared a dividend to all shareholders of record as of June 20,2024 ("Record Date") to be paid to shareholders on or about July 1, 2024 such dividend to be payable in shares of the Regen's authorized but unissued Series A Preferred Stock and to consist of two share of Series A Preferred Stock for every one share of Regen Biopharma, Inc. Common Stock owned as of the Record Date, every one share of Regen Biopharma, Inc. Series A Preferred Stock owned as of the Record Date, every one share of Series AA Preferred Stock owned as of the Record Date, every one share of Series M Preferred Stock owned as of the Record Date and every one share of Series NC Preferred Stock owned as of the Record Date.

On July 3, 2024 9,694,152 Series A Preferred Shares were issued as a dividend to the Shareholders of Record.

On September 18, 2024 the Board of Directors of Regen Biopharma, Inc.("Regen") declared a dividend to all shareholders of record as of October 17,2024 ("Record Date") to be paid to shareholders on or about November 1, 2024 such dividend to be payable in shares of the Regen's authorized but unissued Common Stock and to consist of one share of Common Stock for every one share of Regen Biopharma, Inc. Common Stock owned as of the Record Date, every one share of Regen Biopharma, Inc. Series A Preferred Stock owned as of the Record Date, every one share of Series AA Preferred Stock owned as of the Record Date, every one share of Series M Preferred Stock owned as of the Record Date and every one share of Series NC Preferred Stock owned as of the Record Date

NOTE 8. INVESTMENT SECURITIES, RELATED PARTY

On June 11, 2018 Regen Biopharma, Inc. was paid a property dividend consisting of 470,588 of the common shares of Zander Therapeutics, Inc.

On November 29, 2018 the Company accepted 725,000 shares of the Series M Preferred stock of Zander Therapeutics, Inc. in satisfaction of prepaid rent and accrued interest owed to the Company collectively amounting to \$13,124.

On September 30, 2024 the Company revalued 470,588 of the common shares of Zander Therapeutics, Inc. and 725,000 shares of the Series M Preferred stock of Zander Therapeutics, Inc. based on the following inputs:

Fair Value of Intellectual Property	\$	300,000
Prepaid Expenses		65,661
Due from Employee		0
Note Receivable		40,000
Accrued Interest Receivable		35,000
Investment Securities		258,255
Convertible Note Receivable		10,000
Accounts Payable		30,563
Notes Payable		400,000
Accrued Expenses Related Parties		162,011
Notes Payable Related Party		0
Accrued Expenses		647,072
Enterprise Value		1,948,562
Less: Total Debt		(1,239,646)
Portion of Enterprise Value Attributable to Shareholders	\$	708,916

Fair Value
per Shares \$ 0.0155

The abovementioned constitute the Company's sole related party investment securities as of September 30, 2024.

As of September 30, 2024:

470,588 Common Shares of Zander Therapeutics, Inc.

Basis	Fair Value	Total Unrealized Gain	Net Unrealized Gain or (Loss) realized during the quarter ended September 30, 2024
\$5,741	\$6,496	\$755	\$0

725,000 Series M Preferred of Zander Therapeutics, Inc.

Basis	Fair Value	Total Unrealized Gain	Net Unrealized Gain or (Loss) realized during the quarter ended September 30, 2024
\$13,124	\$11,238	\$(1,866)	\$0

NOTE 9. STOCK TRANSACTIONS

On October 13 2023 the Company issued 16,710 common shares for cash consideration of \$22,726.

On October 27 2023 the Company issued 35,785 common shares for cash consideration of \$46,091.

On November 10, 2023 the Company issued 31,732 common shares for cash consideration of \$38,205.

On November 27, 2023 the Company issued 33,989 common shares for cash consideration of \$32,629.

On December 11 2023 the Company issued 43,297 common shares for cash consideration of \$38,101.

On December 20, 2023 the Company issued 82,686 common shares for cash consideration of \$34,543.

On January 3, 2024 the Company issued 94,883 common shares for cash consideration of \$39,638.

On January 10, 2024 the Company issued 82,643 common shares for cash consideration of \$44,297.

On February 2, 2024 the Company issued 40,229 common shares for cash consideration of \$19,614.

On February 21, 2024 the Company issued 52,569 common shares for cash consideration of \$32,362.

On March 6, 2024 the Company issued 44,503 common shares for cash consideration of \$25,282.

On March 20, 2024 the Company issued 49,230 common shares for cash consideration of \$26,781.

On April 3, 2024 the Company issued 52,763 common shares for cash consideration of \$25,326.

On May 2, 2024 the Company issued 20,068 Series A Preferred shares for nonemployee services .

On May 29, 2024 the Company issued 66185 common shares for cash consideration of \$30,000.

On June 7, 2024 the Company issued 62,207 common shares for cash consideration of \$30,000.

On June 20, 2024 the Company issued 75,301 common shares for cash consideration of \$50,000.

On July 3, 2024 9,694,152 Series A Preferred Shares were distributed as a dividend to shareholders.

On July 12, 2024 the Company issued 135,242 common shares for cash consideration of \$28,126

On September 4, 2024 , 2024 the Company issued 500,000 common shares as a commitment fee in connection with the issuance of a promissory note in the face amount of \$250,000

On September 26,2024 the Company issued 249,915 shares as consideration for nonemployee services.

NOTE 10 INCOME TAXES

As of September 30, 2024

Deferred tax assets:		
Net operating tax carry forwards	\$	4,329,384
Other		0
Gross deferred tax assets		4,329,384
Valuation allowance		(4,329,384)
Net deferred tax assets	\$	0

As of September 30 2024 the Company has a Deferred Tax Asset of \$4,329,384 completely attributable to net operating loss carry forwards of approximately \$20,616,114. The amount and availability of any net operating loss carryforward will be subject to the limitations set forth in the Internal Revenue Code. Such factors as the number of shares ultimately issued within a three-year look-back period; whether there is a deemed more than 50% change in control; the applicable long-term tax exempt bond rate; continuity of historical business; and subsequent income of the Company all enter into the annual computation of allowable annual utilization of any net operating loss carryforward.

Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carry forwards are expected to be available to reduce taxable income. The achievement of required future taxable income is uncertain.

A corporation is considered to undergo “an ownership change” if, as a result of changes in the stock ownership by “5-percent shareholders” or as a result of certain reorganizations, the percentage of the corporation’s stock owned by those 5-percent shareholders increases by more than 50 percentage points over the lowest percentage of stock owned by those shareholders at any time during the prior three-year testing period. Five-percent shareholders are persons who hold 5% or more of the stock of a corporation at any time during the testing period as well as certain groups of shareholders (based typically on whether they acquired their shares in a single offering or exchange transaction) who are not individually 5-percent shareholders.

As the Company will require cash infusions in order to implement its business plan, and as it is probable, although not guaranteed, that such funding needs may be met through the sale of equity securities to “5-percent shareholders”, the Company recognized a valuation allowance equal to the deferred Tax Asset and the Company recorded a valuation allowance reducing all deferred tax assets to 0.

NOTE 11. SUBSEQUENT EVENTS

On September 18, 2024 the Board of Directors of Regen declared a dividend to all shareholders of record as of October 17, 2024 (“Record Date”) to be paid to shareholders on or about November 1, 2024 such dividend to be payable in shares of the Regen’s authorized but unissued Common Stock and to consist of one share of Common Stock for every one share of Regen Biopharma, Inc. Common Stock owned as of the Record Date, every one share of Regen Biopharma, Inc. Series A Preferred Stock owned as of the Record Date, every one share of Series AA Preferred Stock owned as of the Record Date, every one share of Series M Preferred Stock owned as of the Record Date and every one share of Series NC Preferred Stock owned as of the Record Date