

# Regen Biopharma, Inc.

Amendment to Management Certification for 09/30/2024 originally published through the OTC Disclosure & News Service on [02/03/2025](#)

## Explanatory Note:

Updated Management Certification information as of 5 29 2025

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

## Management Certification

The undersigned, on behalf of Regen Biopharma, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

### SEC Reporting Obligations

- ☒ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (please describe)

### Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below 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: ☒

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.<sup>1</sup>

Transfer Agent: Nevada Agency and Transfer Company

Address: 50 West Liberty Street, Suite 880, Reno NV 8950 \_\_\_\_\_

<sup>1</sup> OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Name: David R Koos

Title: CEO

Relationship to Issuer: Officer and Director

Name: Joseph G Vaini

Title: Consultant

Relationship to Issuer: Consultan

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): MAY 28, 2025

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company</b> <b>Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of</b> <b>Shares</b> <b>Owned</b> (List common, preferred, warrants and options separately)	<b>Class of</b> <b>Shares</b> <b>Owned</b>	<b>Percentage</b> <b>of Class of</b> <b>Shares</b> <b>Owned</b> (undiluted)
David R. Koos	Chairman, President , Treasurer, Secretary, CFO, CEO	San Diego, CA	436,799	Common	2%
David R. Koos	Chairman, President , Treasurer, Secretary, CFO, CEO	San Diego, CA	413,288	Series A Preferred	4.08%
David R. Koos	Chairman, President , Treasurer, Secretary, CFO, CEO	San Diego, CA	7,667	Series M Preferred	26.14%
David R. Koos	Chairman, President , Treasurer, Secretary, CFO, CEO	San Diego, CA	334	Series AA Preferred	100%
David R. Koos	Chairman, President , Treasurer, Secretary, CFO, CEO	San Diego, CA	15,007	Series NC Preferred	100%

Todd S. Caven	Shareholder	MAPLE GROVE, MN 55311	6,667	Series M Preferred	22.73%
Roger Formisano	Shareholder	Scottsdale, AZ 85251	2001	Series M Preferred	6.82%
Robert D. Hopkins	Shareholder	Phoenix, AZ 85028	2001	Series M Preferred	6.82%
Harry Lander	Shareholder	New York, New York	6667	Series M Preferred	22.73%
Jean-Pierre Millon	Shareholder	Paradise Valley, AZ	4001	Series M Preferred	13.64%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

## STOCKHOLDERS' EQUITY

The stockholders' equity section of the Company contains the following classes of capital stock as of March 31, 2025:

Common stock, \$ 0.0001 par value; 5,800,000,000 shares authorized: 21,554,704 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 March 31, 2025: 739,000,000 is designated Series A Preferred Stock of which 10,123,771 shares are outstanding as of March 31, 2025:, 60,000,000 is designated Series M Preferred Stock of which 29,338 shares are outstanding as of March 31, 2025:, and 20,000 is designated Series NC stock of which 15,007 shares are outstanding as of March 31, 2025.

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") be paid to shareholders on 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.

On November 1, 2024 15,426,385 share of Common Stock were issued as a dividend to the Shareholders of 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. 15,426,385 common shares were paid to Shareholders of Record.

#### 11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).		Reason for Issuance (e.g., Loan, Services, etc.)
5/5/2017	\$200,000	\$336,489	5/5/2020	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	0	26,919,120	Clay Morel		Loan
4/6/2015	\$50,000	\$75,586	4/6/2019	150 a share	0	503	Mikules Family Trust  Kelly Mikules, Trustee		Loan
3/8/2016	\$100,000	\$151,744	3/8/2019	150 a share	0	1011	Reiss Family Survivor Trust  Claire Reiss, Trustee		Loan
12/20/2017	\$100,000	\$172,813	12/20/2020	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	0	13,825,040	Joel S. Wright		Loan
10/3/2017	\$50,000	\$87,423	10/3/2020	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	0	6,993,840	Roger Foemisano		Loan

<sup>2</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

				notice is given by the Lender				
9/4/2024	\$250,000	\$275,000	9/4/2025	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. Guaranteed Interest 25,000 dollars.	0	5.555,555	Coventry Enterprises LLC  Jack Bodenstein Managing Memebr	Loan
3/10/2023	\$48,500	\$38.171	3/10/2024	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 50% discount to the lowest closing bid price of the common stock of the Company during the ten reading day period immediately prior to the date a conversion notice is given by the Lender to Regen or (b) \$0.04 per common share as per negotiated change in original terms and conditions..	500,000	1,034,444	Bostonia Partners  Timothy Foat, President	Loan



Total Outstanding Balance:		\$1,137,226	Total Shares:		500,000	54,829,513		

Any additional material details, including footnotes to the table are below :

n/a

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: David Koos

Title: PRESIDENT, CHAIRMAN, CEO, SECRETARY, TREASURER, CFO

Date: May 29,2025

Signature: /s/David Koos

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