Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

VG LIFE SCIENCES INC.

447 Broadway
2nd Floor, Unit 103
New York, NY 10013

435-387-5156
www.vglscorp.com
info@vglscorp.com
6719

For the period ending June 30, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

21,095,499,355 as of June 30, 2025, current reporting period

21,095,499,355 as of December 31, 2024, last annual report

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 Control[14] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[14] "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.

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.

- VG Life Sciences Inc. since November 3, 2012
- Viral Genetics, Inc. until November, 2012
- 5 Star Living Online, Inc. until November, 2001
- HiTech Investment, Inc. until April, 1999

Current State and Date of Incorporation or Registration: On January 27, 2023, the Company converted to a Florida corporation

Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

- Delaware, April 16, 1990
- Florida, January 27, 2023, Active

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

- None

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

- The Company is in the process of reorganization.
- Going forward, the Company anticipates it will seek to conduct one or more of the following actions; reverse split, forward split, recapitalization, merger, SEC registration statement, acquisition or merger.

Address of the issuer's principal executive office:

- The Company's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013.

☒ *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: Liberty Stock Transfer, Inc.
Phone: (732) 372-0707
Email: info@@libertystocktransfer.com
Address: 788 Shrewsbury Ave., Suite 2163, Tinton Falls, NJ 07724

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:	VGLS
Exact title and class of securities outstanding:	Common Shares
CUSIP:	91822T101
Par or stated value:	$0.0001
Total shares authorized:	40,000,000,000 as of date: 6/30/2025
Total shares outstanding:	21,095,499,355 as of date: 6/30/2025
Number of shares in the Public Float[2]:	20,394,425,635 as of date: 6/30/2025
Total number of shareholders of record:	348 as of date: 6/30/2025

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:	Series A Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	0.0001	
Total shares authorized:	100,000,000	as of date: 6/30/2025
Total shares outstanding (if applicable):	95,858,282	as of date: 6/30/2025
Total number of shareholders of record (if applicable):	1	as of date: 6/30/2025

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.**

Common stock: 1:1 voting rights, no dividend unless declared by the Board and hold no preemption rights.

[2] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Preferred Series A:

(a) *Designation, Par Value and Number. The designation of the series of Preferred Stock created hereby shall be "Series A Preferred Stock" (the "**Series A Preferred Stock**") and the number of shares constituting the Series A Preferred Stock shall be One Hundred Million (100,000,000) shares, par value $.0001 per share. In accordance with the terms hereof, each share of Series A Preferred Stock shall have the same relative rights as, and be identical in all respects with each other share of Series A Preferred Stock.*

(b) *Voting. In addition to the rights provided by law, Each share of Series A Preferred shall have Super Voting rights of 10,000 votes at any meeting for each 1 share of Series A Preferred held as of the record date for a vote or, if no record date is specified, as of the date of a vote and shall be entitled to vote on all matters submitted to the shareholders for a vote, voting together as a single class with the Common Stock and other securities that vote together with the Common Stock. The holders of the Series A Preferred Stock shall be entitled to notice of all meetings of shareholders and the rights related to voting in accordance with the Act and the Bylaws of the Corporation.*

(c) *Conversion. Each share of Series A Preferred may be converted into 1 shares of common stock (1:1) conversion rate*

(i) The right to convert is at the discretion of the Board of Directors of the Company.

(d) *Dividends. Each holder of Series A Preferred shall be paid twice the amount of dividends issued by the Company to common stockholders on a pro rata basis with the number of Series A Preferred shares held.*

(e) *Liquidation Preference.*

(i) *General. In the event of any sale of all or substantially all of the assets of the Corporation, a sale of the Corporation, a dissolution, liquidation, bankruptcy, reorganization or other wind-down of the Corporation, whether voluntary or otherwise (a "**Liquidation Event**"), after payment or provision for payment of the Corporation's debts and other liabilities, the holders of the Series A Preferred Stock, on a pro rata basis, shall be entitled to receive, prior and in preference to any distribution or payment made to the holders of any of the issued and outstanding shares of Common Stock, out of the Corporation's remaining net assets, an aggregate amount equal to $4,000,000.*

(ii) *Insufficient Funds. If, upon the occurrence of a Liquidation Event, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences or other rights granted to the holders of the Series A Preferred Stock, the remaining net assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to pay the liquidation preference of the holders of the Series A Preferred Stock, then no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation and the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed pro rata among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.*

(f) *Registration. The holders of the Series A Preferred Stock shall have a right of first refusal to participate in or purchase stock in any registration statement filed by the Corporation.*

(g) *Transfer. Subject to compliance with federal, state or jurisdictional securities laws, the Series A Preferred Stock are freely assignable and transferable by the holder.*

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

(see above)

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

N/A

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.

N/A

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: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: December 31, 2023 Opening Balance Common: 2,768,782,722 Preferred A: 98,369,624			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or canceled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
2/06/2024	issuance	93	CS	0.0001	no	MARY AIRASIAN TRUSTEE, AIRASIAN REVOCABLE TRUST	preferred conversion	restricted	n/a
2/06/2024	issuance	155	CS	0.0001	no	ANOUSH AVANIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	620	CS	0.0001	no	ARTHUR A. AYKANIAN & ARAXY AYKANIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	310	CS	0.0001	no	Mark W. Yegsigian	preferred conversion	restricted	n/a
2/06/2024	issuance	254,832	CS	0.0001	no	CARIBOU INVESTMENTS, INC.	preferred conversion	restricted	n/a

2/06/2024	issuance	59,257	CS	0.0001	no	STEVE BOLINGER TRUSTEE SOUTHWEST LAND TRUST AND INVESTMENTS	preferred conversion	restricted	n/a
2/06/2024	issuance	7,752	CS	0.0001	no	ELPIDA 3 LIMITED	preferred conversion	restricted	n/a
2/06/2024	issuance	775	CS	0.0001	no	GARBIS S. KARAMARDIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	310	CS	0.0001	no	HAK SUN LEE	preferred conversion	restricted	n/a
2/06/2024	issuance	217	CS	0.0001	no	Armem Hairapetian	preferred conversion	restricted	n/a
2/06/2024	issuance	103	CS	0.0001	no	HOURIG DIRAMERIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	465	CS	0.0001	no	IVAN MNATZAGANIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	3,101	CS	0.0001	no	WILLIAM A MALIS TRUSTEE J.M. TRUST	preferred conversion	restricted	n/a
2/06/2024	issuance	310	CS	0.0001	no	JOHN YOL PARK & HIJA LEE PARK	preferred conversion	restricted	n/a
2/06/2024	issuance	310	CS	0.0001	no	JULIAN P. BARNETT	preferred conversion	restricted	n/a
2/06/2024	issuance	672	CS	0.0001	no	LEE FAMILY TRUST	preferred conversion	restricted	n/a
2/06/2024	issuance	620	CS	0.0001	no	MARDIROS HERCULIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	9,302	CS	0.0001	no	PAMELA MORALES TRUSTEE MORALES INVESTMENT TRUST	preferred conversion	restricted	n/a
2/06/2024	issuance	1,860	CS	0.0001	no	MR. & MRS. HAROUTIONIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	1,550	CS	0.0001	no	NICKY MINASIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	310	CS	0.0001	no	RAMSEY TAWIL	preferred conversion	restricted	n/a

2/06/2024	issuance	1,757	CS	0.0001	no	RUILOBA, IGARTUA ING. RIGELIO	preferred conversion	restricted	n/a
2/06/2024	issuance	517	CS	0.0001	no	SANDY VALENTINE	preferred conversion	restricted	n/a
2/06/2024	issuance	620	CS	0.0001	no	SEBOUH AMIRIAN, AS TRUSTEE, KURZULIAN TRUST	preferred conversion	restricted	n/a
2/06/2024	issuance	620	CS	0.0001	no	SETA KARADMARDIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	893	CS	0.0001	no	VARTAN KOJABABIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	4,651	CS	0.0001	no	VICKEN KARAGEOZIAN	preferred conversion	restricted	n/a
2/06/2024	issuance	775	CS	0.0001	no	WILLIAM L. HEALEY & NORMA K. HEALEY, FAMILY TRUST DATED 11/3/89	preferred conversion	restricted	n/a
2/06/2024	issuance	3,766	CS	0.0001	no	Pamela Morales	preferred conversion	restricted	n/a
2/06/2024	issuance	154,819	CS	0.0001	no	Hampar Karageozian	preferred conversion	restricted	n/a
2/06/2024	issuance	500,000	CS	0.0001	no	Robert Berliner	preferred conversion	restricted	n/a
2/06/2024	issuance	500,000	CS	0.0001	no	M. Karen Newell Rogers	preferred conversion	restricted	n/a
2/06/2024	issuance	500,000	CS	0.0001	no	Monica Ord	preferred conversion	restricted	n/a
2/06/2024	issuance	500,000	CS	0.0001	no	Soh Teck Toh	preferred conversion	restricted	n/a
Shares Outstanding on June 30, 2025: Ending Balance: Common: 21,095,499,355 Preferred A: 98,369,624									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

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

—

B. Convertible Debt

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[35]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
10/26/2020	$1,161,718.38	$19,137.89	n/a	50% discount to market 10 day lookback	278,316,097	191378900	Phase I Operations, Paul Rachmuth, President	3(a)10 Settlement Liability
11/19/2020	N/A	$272,664	N/A	30 day past due fees convertible at 75% discount to lowest 30 day average closing bid	1,900,096,281	2726610400	Jim Wolff	Management Agreement-resigned 6/02/2021
11/24/2020	N/A	$1,104,986	N/A	30 day past due fees convertible at 75% discount to lowest 30 day average closing bid	0	9244931500	Selkirk Global Holdings, LLC-Paul Strickland, Manager	Management Agreement
4/21/2021	$5,883,380.00	$183,818.45	n/a	50% discount to market 10 day lookback	18,600,291,822	1838184500	Phase I Operations, Paul Rachmuth, President	3(a)10 Settlement Liability
10/10/2022	$4,358.33	$52,935	10/09/2023	30 day past due fees convertible at 75% discount to lowest 30 day average closing bid	0	432407600	Selkirk Global Holdings, LLC/ Paul Strickland	Loan[1]
10/12/2022	$96,000.00	$135,672	10/11/2023	Payable upon completion of defined transaction per agreement	0	11967100	Jim Wolff	Loan[2]
01/23/2024	$6,173.00	$6,173	01/22/2025	10% note convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note	0	61730000	Paul Strickland-Director & Officer	Loan[3]
02/14/2024	$850	$20,700	02/13/2025	10% note convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Days prior to the date on which Holder elects to convert all or part of the Note	0	82065600	Alpha Trading Strategies Software, Inc.-Salvatore Lauria, President	Loan[4]

Total Outstanding Balance: **$1,796,086** **Total Shares:** **14589275600**

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

1. $658 in new funding during Q2
2. Loans made by former officer and director of the Company
3. Convertible exchange note of cash payments by officer & director

[35] 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.

4. 10% OID, $50,000 face value of note, **$5,600** funded during period

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 Company is in the process of restructuring its business.

B. List any subsidiaries, parent company, or affiliated companies.
None

C. Describe the issuers' principal products or services.
- Focused on restructuring its business to pursue high value & growth opportunities.

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's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013

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
William P. Farrand	CEO, Director	Washington, D.C.	N/A	N/A	N/A	
Paul Strickland	Director & Secretary	Olympia, WA	N/A	N/A	N/A	

Selkirk Global Holdings, LLC- Paul Strickland, Sole Member, Sole Manager	Voting Control Shareholder >5%	Olympia, WA	95,858,282	Pref Series A	100%	Paul Strickland
Jim Wolff	>5%	Steamboat Springs, CO	1,900,096,281	common	9.9%	
Ken Kopf	>5%	Long Island City, NY	1,728,932,012	common	9.9%	

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);

none

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;

none

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;

none

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

none

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.

none

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.

none

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

- On April 2021, the Company announced it had completed a 3(a)10 Court Ordered Settlement Agreement.

- On October 26, 2020, the Company announced it had completed a 3(a)10 Court Ordered Settlement Agreement.

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

Name:	Thomas Beener
Firm:	
Address 1:	224 Faraday
Address 2:	Carlsbad, CA 92008
Phone:	760-603-1238
Email:	

Accountant or Auditor

Auditor

Name:	Kory Kolterman
Firm:	FRUCI & ASSOCIATES II, PLLC
Address 1:	_____
Address 2:	_____
Phone:	_____
Email:	www.fruci.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter):	_____
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:	Rachel Boulds
Firm:	
Nature of Services:	Accounting
Address 1:	_____

Address 2: _____
Phone: _____
Email: rachelbouldscpa@hotmail.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):
Name: Paul Strickland
Title: Secretary
Relationship to Issuer: Secretary

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: Rachel Boulds
Title: Accountant
Relationship to Issuer: Accountant
Describe the qualifications of the person or persons who prepared the financial statements: CPA:[45]

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, William Farrand certify that:

1. I have reviewed this Disclosure Statement for VG Life Sciences, Inc.;

[45] 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.

1. 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

2. 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.

August 11, 2025

/s/ William P. Farrand

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

Principal Financial Officer:

I, Paul Strickland certify that:

1. I have reviewed this Disclosure Statement for VG Life Sciences, Inc.

1. 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

2. 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.

August 11, 2025

/s/ Paul Strickland

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

VG LIFE SCIENCES INC
BALANCE SHEETS
(Unaudited)

	June 30, 2025	December 31, 2024
ASSETS		
Current Assets:		
Cash	—	—
Total Current Assets	—	—
Total Assets	$ —	$ —
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accrued expenses	$ 40,856	$ 32,237
Accrued management fees	1,104,986	984,986
Convertible notes payable – related party	59,107	58,383
Settlement liabilities	202,957	202,957
Derivative liability	1,415,542	1,171,004
Notes payable	398,834	388,634
Total Current Liabilities	3,222,282	2,838,201
Stockholders' Deficit:		
Series A Preferred stock, 100,000,000 shares authorized, $0.0001 par value; 95,858,282 shares issued and outstanding	9,586	9,586
Common stock, 40,000,000,000 shares authorized, $0.0001 par value; 21,095,499,355 shares issued and outstanding	2,109,551	2,109,551
Additional paid-in capital	110,296,889	110,296,889
Accumulated deficit	(115,638,308)	(115,254,227)
Total Stockholders' Deficit	(3,222,282)	(2,838,201)
Total Liabilities and Stockholders' Deficit	$ —	$ —

The accompanying notes are an integral part of these unaudited financial statements.

VG LIFE SCIENCES INC
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue:	$ —	$ —	$ —	$ —
Expenses:				
Officer compensation	60,000	—	120,000	—
General and administrative	6,258	2,752	10,858	8,989
Total operating expenses	66,258	2,752	130,858	8,989
Loss from operations	(66,258)	(2,752)	(130,858)	(8,989)
Other Income (Expense):				
Interest expense	(4,397)	(14,448)	(8,685)	(29,738)
Derivative gain (expense)	(232,795)	(443)	(244,538)	2,442,749
Total other income (expense)	(237,192)	(14,891)	(253,223)	2,413,011
Net (loss) / income before income taxes	(303,450)	(17,643)	(384,081)	2,404,022
Provision for income tax	—	—	—	
Net (Loss) / Income	$ (303,450)	$ (17,643)	$ (384,081)	$ 2,404,022
(Loss) / income per share - basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ 0.00
Weighted average shares outstanding - basic and diluted	21,095,499,355	21,095,499,355	21,095,499,355	21,094,988,807

The accompanying notes are an integral part of these unaudited financial statements.

VG LIFE SCIENCES INC
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2025 AND 2024
(Unaudited)

	Series A Preferred Stock		Common Stock		Additional Paid-in capital	Accumulated Deficit	Total Stockholder Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2024	95,858,282	$ 9,586	21,095,499,355	$ 2,109,551	$ 110,296,889	$ (115,254,227)	$ (2,838,2
Net loss	—	—	—	—	—	(80,631)	(80,6
Balance, March 31, 2025	95,858,282	9,586	21,095,499,355	2,109,551	110,296,889	(115,334,858)	(2,918,8
Net loss						(303,450)	(303,4
Balance, June 30, 2025	95,858,282	$ 9,586	21,095,499,355	$ 2,109,551	$ 110,296,889	$ (115,638,308)	$ (3,222,2

	Series A Preferred Stock		Common Stock		Additional Paid-in capital	Accumulated Deficit	Total Sto De
	Shares	Amount	Shares	Amount			
Balance, December 31, 2023	98,369,624	$ 9,837	21,092,988,013	$ 2,109,300	$ 110,296,889	$ (117,284,548)	$
Preferred stock converted to common	(2,511,342)	(251)	2,511,342	251	—	—	
Net income	—	—	—	—	—	2,421,665	
Balance, March 31, 2024	95,858,282	9,586	21,095,499,355	2,109,551	110,296,889	(114,862,883)	
Net income	—	—	—	—	—	(17,643)	
Balance, June 30, 2024	95,858,282	$ 9,586	21,095,499,355	$ 2,109,551	$ 110,296,889	$ (114,880,526)	$

The accompanying notes are an integral part of these unaudited financial statements.

VG LIFE SCIENCES INC
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30,	
	2025	2024
Cash Flows from Operating Activities:		
Net (loss) income	$ (384,084)	$ 2,404,022
Adjustments to reconcile net (loss) income to net cash used by operating activities:		
Change in fair value of derivative	244,538	(2,442,749)
Debt discount	69	78
Changes in operating assets and liabilities:		
Accrued management fees	120,000	—
Accrued interest	8,619	29,660
Net cash used in operating activities	(10,858)	(8,989)
Cash Flows from Financing Activities:		
Proceeds from loans payable	10,200	8,207
Proceeds from convertible note – related party	658	782
Net cash provided by financing activities	10,858	8,989
Net change in cash	—	—
Cash beginning of period	—	—
Cash end of period	$ —	$ —
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	$ —	$ —
Income taxes	$ —	$ —

The accompanying notes are an integral part of these unaudited financial statements.

VG LIFE SCIENCES INC
Notes to Unaudited Financial Statements
June 30, 2025

NOTE 1 — ORGANIZATION AND OPERATIONS

VG Life Sciences Inc. (the "Company" or "VGLS"), formerly Viral Genetics, Inc., was incorporated in California on July 11, 1995. The Company is engaged in research and development of therapeutic and diagnostic pharmaceutical and medical products. The Company was acquired by a publicly traded Delaware Corporation and became a reporting issuer on October 1, 2001. On November 5, 2001, the publicly traded company changed its name to Viral Genetics, Inc. The Company terminated registration with the SEC on March 24, 2009. The Company became a reporting issuer again on October 14, 2014. On November 26, 2012, the Company's name was changed to VG Life Sciences, Inc. The Company's fiscal year-end is December 31. The company terminated registration with the SEC on August 15, 2018.

On May 27, 2025, the Board of Directors approved a 1 for 20,000 reverse split of its common stock shares, as well as a name change for the company to SB Technology Holdings, Inc. The approval of the reverse and name change have been submitted to the shareholders for approval.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The Company's unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending December 31, 2025.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Stock-based compensation
The Company periodically issues stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. The Company accounts for stock option and warrant grants issued and vesting to employees based on the authoritative guidance provided by the FASB ASC Topic 718 whereas the value of the award is measured on the date of grant and recognized over the vesting period. The Company accounts for stock option and warrant grants issued and vesting to non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board whereas the value of the stock compensation is based upon the measurement date as determined at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option grants are immediately vested and the total stock-based compensation charge is recorded in the period of the measurement date.

Derivative Financial Instruments
The Company evaluates its convertible notes to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses a weighted-average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America under U.S. GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1:	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2:	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3:	Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximates the fair value of such instruments as the notes bear interest rates that are consistent with current market rates.

The following table classifies the Company's liabilities measured at fair value on a recurring basis into the fair value hierarchy as of:

December 31, 2024:

Description	Level 1	Level 2	Level 3
Derivative	$ –	$ –	$ 1,415,542
Total	$ –	$ –	$ 1,415,542

December 31, 2024:

Description	Level 1	Level 2	Level 3
Derivative	$ –	$ –	$ 1,171,004
Total	$ –	$ –	$ 1,171,004

Basic and Diluted Income (Loss) Per Share

The Company computes income (loss) per share in accordance with FASB ASC 260. Basic earnings (loss) per share is computed using the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed using the weighted-average number of common shares and the dilutive effect of contingent shares outstanding during the period. Diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there would be no difference in the amounts presented for basic and diluted loss per share.

Operating Segments

Operating segments are defined as components of an entity for which discrete financial information is available that is regularly reviewed by the Chief Operating Decision Maker ("CODM"), or decision maker group, in deciding how to allocate resources to an individual segment and in assessing performance. Our chief operating decision–making group is composed of the Chief Executive Officer. The Company has one operating segment as of June 30, 2025 and December 31, 2024.

Recently Issued Accounting Pronouncements

The Company has implemented all new applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other

new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

As of June 30, 2025, the Company has an accumulated deficit and requires substantial additional funds to continue its research and development, to support its operations and to achieve its business development goals, the attainment of which are not assured. The Company has been able to satisfy certain liabilities with convertible indebtedness and common shares and enter into debt settlement arrangements, facilitated by third party financing, with vendors and creditors for substantial amounts of its various financial obligations. Convertible instruments have also been converted into equity. However, substantial indebtedness remains and substantial recurring losses from operations and additional liabilities continue to be incurred.

These factors and uncertainties raise substantial doubt about the Company's ability to continue as a going concern. The unaudited financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might incur in the event the Company cannot continue in existence. Management has designed plans for sales of the Company's future pharmaceutical related products. Management intends to seek additional capital from new equity securities offerings, from debt financing and debt restructuring to provide funds needed to increase liquidity, fund internal growth and fully implement its business plan. However, management can give no assurance that these funds will be available in adequate amounts, or if available, on terms that would be satisfactory to the Company.

The timing and amount of the Company's capital requirements will depend on a number of factors, including (i) the need for funds to support research and development, (ii) payment requirements to sustain patent and licensing rights, (iii) demand for new products and services, (iv) the availability of opportunities for international expansion through affiliations, (v) maintaining its status as a public company and supporting shareholder and investor relations, (vi) the need to establish and maintain current and new business relationships, and (vii) for other general corporate business purposes.

NOTE 4 – DEBT SETTLEMENT

Top Knot, Inc. (the Assignor) was a Holder of a Court Ordered 3(a)10 Settlement Agreement (the "Settlement") dated October 26, 2020, for the Principal Sum of $1,161,718, and a remaining balance of $19,138 of debt as of August 22, 2022, of the Company, consisting of $19,138 in Principal Settlement Amount. As of June 30, 2025 and December 31, 2024 the balance remains at $19,138.

The Assignor was a Holder of a Court Ordered 3(a)10 Settlement Agreement (the "Settlement") dated April 21, 2021 for the Principal Sum of $5,883,380, and a remaining balance of $820,971 of debt as of August 22, 2022, of the Debtor, consisting of $820,971 in Principal Settlement Amount. As of June 30, 2025 and December 31, 2024 there is $183,819 and $183,819, respectively, outstanding.

NOTE 5 – CONVERTIBLE NOTES PAYABLE – RELATED PARTY

On October 10, 2022, the Company issued a $50,000, 10% convertible promissory note to Selkirk Global Holdings, LLC, (the "Note"). The Note matures October 9, 2023, has a 10% OID and is convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive trading days prior to the date on which the holder elects to convert all or part of the Note. The Note is being funded through the direct payment of Company expenses. As of June 30, 2025, $48,084 has been used for expenses, plus $4,851 OID. As of December 31, 2024, $47,426 has been used for expenses, plus $4,785 OID. The derivative liability has been calculated on the total funds advanced plus OID.

During the year ended December 31, 2022, the Company's management directly paid for various company expenses in the amount of $6,173. A convertible exchange note was issued for the amount due on January 23, 2024, the note is non-interest bearing, due on demand and is convertible into shares of common stock at 50% of the lowest trading price during the twenty-five days prior to the date of conversion.

NOTE 6 – NOTES PAYABLE

On October 12, 2022, the Company executed a convertible promissory note with Jim Wolff for $106,667 (includes $10,667 OID). The note bears interest at 10% and matures on October 11, 2023. The note is convertible into shares of common stock at 55% of the average closing price for the twenty preceding days prior to conversion. As of June 30, 2025, the Company owes Jim Wolff $106,667 and $29,002 of principal and interest, respectively, for this note. As of December 31, 2024, the Company owes Jim Wolff $106,667 and $23,672 of principal and interest, respectively, for this note.

On November 19, 2020, the Company entered into a management agreement with Jim Wolff. As a result of this agreement the Company is indebted to Mr. Wolff for prior accrued compensation. The balance due is convertible into shares of common stock at a 75% discount to the lowest price for the 30 preceding days prior to conversion. On December 7, 2023, Mr. Wolff converted $19,001 into 1,900,096,281 shares of common stock. As of June 30, 2025 and December 31, 2024, the amount due is $272,661 and $272,661, respectively, for this note.

On February 14,2024, the Company issued a convertible promissory note to Alpha Trading Strategies Software, Inc for up to $50,000. The note bears interest at 10%, matures on February 13, 2025, and is convertible into shares of common stock at 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Days prior to the date of conversion. As of June 30, 2025, $19,507 of the note has been funded and there is $1,194 of accrued interest due.

Activity of the derivative liability for these notes is as follows:

Balance at December 31, 2023	$	3,565,031
Derivative gain due to mark to market adjustment		(2,394,027)
Balance at December 31, 2024		1,171,004
Derivative gain due to mark to market adjustment		244,538
Balance at June 30, 2025	$	1,415,542

A summary of quantitative information about significant unobservable inputs (Level 3 inputs) used in measuring the Company's derivative liability that are categorized within Level 3 of the fair value hierarchy is as follows:

Inputs	June 30, 2025	Initial Valuation
Stock price	$ 0.0001	$ 0.0039 – 0.0001
Conversion price	$ 0.00006	$ 0.002 – 0.00003
Volatility (annual)	664,.49%	259.35 - 500.68%
Risk-free rate	4.41%	4.19 – 4.42%
Dividend rate	–	–
Years to maturity	0.25	1

NOTE 7 – PREFERRED STOCK

The Company is authorized to issue 100,000,000 shares of $0.0001 par value Series A preferred stock ("Series A"). Each share of Series A shall have Super Voting rights of 10,000 votes at any meeting for each 1 share of Series A Preferred held. Each share of Series A may be converted into 900 shares of common stock and is entitled to dividends to be paid twice the amount of dividends issued by the Company to common stockholders on a pro rata basis with the number of Series A Preferred shares held.

On February 6, 2024, the Board of Directors elected to convert 2,511,342 shares of Series A preferred stock, held by 34 separate holders into 2,511,342 restricted common shares.

NOTE 8 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the unaudited financial statements were issued and has determined that it does not have any material subsequent events to disclose in these unaudited financial statements.