

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

STEM CELL AUTHORITY, LTD.

Room 1907, No. 1038, Westgate Mall
Jing'An District, Shanghai 200041, China

+86 (021) 62372318

www.stemcellauthority.com

info@stemcellauthority.com

SIC 8099

Quarterly Report

For the Period Ending: May 31, 2023
(the "Reporting Period")

As of May 31, 2023, the number of shares outstanding of our Common Stock was:

970,851,065

As of February 28, 2023, the number of shares outstanding of our Common Stock was:

970,851,065

As of August 31, 2022, the number of shares outstanding of our Common Stock was:

970,851,065

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

Yes: ☒ No: ☐

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

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

¹ "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.

Stem Cell Authority, Ltd.
Formerly=Five Nines Ltd. until 7-06

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

Nevada, April 4, 2006 - Active

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

None

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

None

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

Room 1907, No. 1038, Westgate Mall
Jing'An District, Shanghai 200041, China

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

Check box 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?

Yes: ☒ No: ☐

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

On August 10, 2020, the District Court of Clark County finds:

1. Pursuant to NRS 78.347, shareholder, Harry Haining Zhang, be, and is, hereby appointed as Custodian of Stem Cell Authority LTD. a Nevada corporation ("SCAL").

2. Harry Haining Zhang is authorized to take any actions on behalf of SCAL, pursuant to NRS 78.347, that are reasonable, prudent, or for the benefit of SCAL.

3. Harry Haining Zhang is authorized to appoint new officers and directors for SCAL.

2) Security Information

Trading symbol:	SCAL	
Exact title and class of securities outstanding:	Common	
CUSIP:	85857C108	
Par or stated value:	0.001	
Total shares authorized:	979,999,990	as of date: <u>May 31, 2023</u>
Total shares outstanding:	970,851,065	as of date: <u>May 31, 2023</u>
Number of shares in the Public Float :	25,700,000	as of date: <u>May 31, 2023</u>
Total number of shareholders of record:	138	as of date: <u>May 31, 2023</u>

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

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: 702-361-3033
Email: paul@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300
Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?² Yes: ☒ No: ☐

3) Issuance History

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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>8.31.21</u> Common: <u>970,851,065</u> Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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.
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>05.31.23</u> Common: <u>970,851,065</u> Preferred: _____									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)³:

Name: Elaine Zhao
Title: Outside Accountant
Relationship to Issuer: Independent

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

No Operations

B. Please list any subsidiaries, parents, or affiliated companies.

None

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

C. Describe the issuers' principal products or services.

Stem Cell Authority Ltd. holds an exclusive license in the US for the collection and preservation of Mesenchymal stem cells from the umbilical cord of a newborn child.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

None

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Chongyi Yang	Officer	Xuhui District, Shanghai 200030, PRC	248,000,000	Common	25.54%	
Jingkun Wang	More than 5%	Xuhui District, Shanghai 200030, PRC	186,000,000	Common	19.16%	
Yunxia Li	More than 5%	Xuhui District, Shanghai 200030, PRC	186,000,000	Common	19.16%	
Alexa Dawes	More than 5%	Brunswick, OH	54,895,000	Common	5.59%	_____
David Dawes	More than 5%	Brunswick, OH	200,000,000	Common	20.60%	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

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

None

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

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

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

Accountant or Auditor

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

Investor Relations

Name: _____

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

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

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

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, Chongyi Yang certify that:

1. I have reviewed this Quarterly Disclosure Statement of STEM CELL AUTHORITY LTC.;
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.

12/26/2023

/s/ Chongyi Yang

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

Principal Financial Officer:

I, Chongyi Yang certify that:

1. I have reviewed this Quarterly Disclosure Statement of STEM CELL AUTHORITY LTC.;
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.

12/26/2023

/s/ Chongyi Yang

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

STEM CELL AUTHORITY LTD
(A DEVELOPMENT STAGE COMPANY)
Balance Sheets

	May 31, 2023	August 31, 2022
	Unaudited	Unaudited
ASSETS		
TOTAL ASSETS	<u>\$ 2,000</u>	<u>\$ -</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Due to related party	<u>\$ 22,016</u>	<u>\$ 16,290</u>
Total Current Liabilities	<u>22,016</u>	<u>16,290</u>
TOTAL LIABILITIES	<u>22,016</u>	<u>16,290</u>
Stockholders' Deficit		
Common stock: 979,999,990 shares authorized; \$0.001 par value 970,851,065 shares issued and outstanding at May 31, 2023 and August 31, 2022, respectively	<u>970,851</u>	<u>970,851</u>
Accumulated deficit during development stage	<u>(990,867)</u>	<u>(987,141)</u>
Total Stockholders' Deficit	<u>(20,016)</u>	<u>(16,290)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 2,000</u>	<u>\$ -</u>

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

STEM CELL AUTHORITY LTD
(A DEVELOPMENT STAGE COMPANY)
Statements of Operations
(Unaudited)

	Three Months Ended		Nine Months Ended	
	May 31,		May 31,	
	2023	2022	2023	2022
Revenue	\$ -	\$ -	\$ -	\$ -
Cost of revenue	-	-	-	-
Gross Profit	-	-	-	-
Operating Expenses				
Professional fees	507	1,107	3,726	4,621
Total Operating Expenses	507	1,107	3,726	4,621
Operating loss	(507)	(1,107)	(3,726)	(4,621)
Provision for income taxes	-	-	-	-
Net loss	\$ (507)	\$ (1,107)	\$ (3,726)	\$ (4,621)
Basic and dilutive net loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	970,851,065	970,851,065	970,851,065	970,851,065

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

STEM CELL AUTHORITY, LTD.
(A DEVELOPMENT STAGE COMPANY)
Statements of Stockholders' Deficit
(Unaudited)

	Common Stock		Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount		
Balance at August 31, 2021 (Unaudited)	970,851,065	\$ 970,851	\$ (970,851)	\$ -
Common stock issued for service				
Net loss	-	-	(3514)	(3,514)
Balance at February 28, 2022 (Unaudited)	970,851,065	\$ 970,851	\$ (974,365)	\$ (3,514)
Net loss	-	-	(1,107)	(1,107)
Balance at May 31, 2022 (Unaudited)	970,851,065	\$ 970,851	\$ (975,472)	\$ (4,621)
Balance at August 31, 2022 (Unaudited)	970,851,065	\$ 970,851	\$ (987,141)	\$ (16,290)
Net loss	-	-	(3,219)	(3,219)
Balance at February 28, 2023 (Unaudited)	970,851,065	\$ 970,851	\$ (990,360)	\$ (19,509)
Net loss	-	-	(507)	(507)
Balance at May 31, 2023 (Unaudited)	970,851,065	\$ 970,851	\$ (990,867)	\$ (20,016)

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

STEM CELL AUTHORITY LTD**Statements of Cash Flows
(Unaudited)**

	Nine Months Ended May 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (3,726)	\$ (4,621)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Due to related party	5,726	4,621
Net Cash Used in Operating Activities	<u>2,000</u>	<u>-</u>
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES	-	-
Net change in cash and cash equivalents	2,000	-
Cash and cash equivalents, beginning of period	<u>-</u>	<u>-</u>
Cash and cash equivalents, end of period	\$ <u><u>2,000</u></u>	\$ <u><u>-</u></u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income taxes	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>
Cash paid for interest	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>

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

STEM CELL AUTHORITY LTD.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
For The Period Ended May 31, 2023

NOTE 1 – Organization and basis of accounting

Organization

The Company was incorporated in the State of Colorado on March 5, 2001 as Five Nines Ltd. In April 2006, Five Nines Ltd changed its name to Stem Cell Authority Ltd. and incorporated in the State of Nevada. The Company is a clinical-stage biopharmaceutical company committed to the research and development of immune system disease treatments using small molecules and stem cell technology. The Company holds an exclusive license in the US for the collection and preservation of Mesechymal stem cells from the umbilical cord of a newborn child.

On August 10, 2020, the District Court of Clark County appointed Harry Haining Zhang as custodian for Stem Cell Authority LTD.

Basis of presentation

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America ("GAAP"). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company's product portfolio. The Company has not realized significant sales since inception. A development stage company is defined as one in which all efforts is devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

Note 2 – Summary of significant accounting policies

Cash and Cash Equivalents

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 Compensation - Stock Compensation ("ASC 718"). ASC 718 addresses all forms of share-based payment ("SBP") awards including shares issued under employee stock purchase plans and stock incentive shares. Under ASC 718, awards result in a cost that is measured at fair value on the awards' grant date, based on the estimated number of awards that are expected to vest and will result in a charge to operations.

Loss per Share

Basic earnings (loss) per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The Company's diluted loss per share is the same as the basic loss per share for the periods ended May 31, 2023 and 2022, as there are no potential shares outstanding that would have a dilutive effect.

Income Taxes

Income tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. Valuation allowances are recorded to reduce deferred tax assets to the amount that will more likely than not be realized. The Company recorded a valuation allowance against its deferred tax assets as of May 31, 2023 and 2022.

The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related

appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies the liability for unrecognized tax benefits as current to the extent that the Company anticipates payment (or receipt) of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.

Note 3- Going Concern

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4 – Related party transaction

During the nine months ended May 31, 2023, the major shareholder and sole officer of the Company advanced a total of \$5,726 to the Company for operating expenses. As of May 31, 2023, the Company owed the major shareholder \$22,016.

Note 5 – Common stock

On December 7, 2020, the Company issued 620,000,000 shares of common stock to the sole officer and other two individuals for services provided. The value of the shares issued was based on the par value of the stock.

At May 31, 2023, the Company is authorized to issue 979,999,990 shares of \$0.001 par value common stock.

As of May 31, 2023 and August 31, 2022, a total of 970,851,065 shares of common stock were issued and outstanding, respectively.

Note 6 – Subsequent Event

None noted. The Company's management evaluated subsequent events through the date the financial statements were issued and there were no subsequent events to report.