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REGEN BIOPHARMA, INC.

4700 Spring Street
St.304
La Mesa , CA 91912

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

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:
21,554,704 as of December 31, 2024
5,258,235 as of September 30, 2024 *(Most Recent Completed Fiscal Year End)*
The number of shares outstanding of our Series A Preferred Stock was:
10,123,771 as of December 31, 2024 and as of September 30, 2024
The number of shares of our Series AA Preferred stock was:
34 as of December 31, 2024 and as of September 30, 2024
The number of shares of our Series M Preferred stock was:
29,338 as of December 31, 2024 and as of September 30, 2024
The number of shares of our Series NC Preferred stock was:
15,007 as of December 31, 2024 and as of September 30, 2024

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[4] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

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

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

Standing in this jurisdiction: Active
Prior Incorporation Information for the issuer and any predecessors during the past five years:
N/A

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

N/A

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

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

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

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

Address of the issuer's principal executive office:

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

Address of the issuer's principal place of business:
x *Check if principal executive office and principal place of business are the same address:*

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

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

2) Security Information

Transfer Agent

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

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

Publicly Quoted or Traded Securities:

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

Trading symbol:	RGBP	
Exact title and class of securities outstanding:	Common, common shares	
CUSIP:	75886M300	
Par or stated value:	$0.0001	
Total shares authorized:	5,800,000,000	as of date: December 31,2024
Total shares outstanding:	21,554,704	as of date: December 31, 2024
Total number of shareholders of record:	482	as of date: December 31, 2024

Trading symbol:	RGBPP	
Exact title and class of securities outstanding:	Preferred Stock, Series A	
CUSIP:	75886M409	
Par or stated value:	$0.0001	
Total shares authorized:	739,000,000	as of date: December 31,2024
Total shares outstanding:	10,123,771	as of date: December 31, 2024
Total number of shareholders of record:	480	as of date: December 31, 2024

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

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

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

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

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

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

Security Description:

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

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

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

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

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

Series A

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

Series M

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

Series NC

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

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

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

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities ***in the past two completed fiscal years and any subsequent interim period****.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: X (If yes, you must complete the table below)

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

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

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

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

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

Series NC: 15,007	

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

Shares Outstanding as December 31,2024 include:

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

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

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

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

B. Promissory and Convertible Notes

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

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

As of December 20, 2024:

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
5/5/2017	200,000	200,000	127,777	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	Clay Morel	Loan
4/6/2015	50.000	50,000	23,826	4/6/2019	$150 per share	Mikules Family Trust Kelly Mikules, Trustee	Loan
3/8/2016	100,000	100,000	48,290	3/8/2019	$150 per share	Reiss Family Survivor Trust Claire Reiss, Trustee	Loan
12/20/2017	100000	100000	70000	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	Joel S. Wright	Loan

10/3/2017	50000	50000	36068	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 notice is given by the Lender	Roger Formisano	Loan
9/4/2024	250,000	350,000	25,000Guaranteed Interest	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.	Coventry Enterprises, LLC Jack Bodenstein Managing Member	Loan

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

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

4) Issuer's Business, Products and Services

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

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

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

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

The Company has the following therapies in development:

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

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

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

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

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

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

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

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

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

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

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

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

C. Describe the issuers' principal products or services.

Principal Products and Services

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Research Conducted

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Patents and Patent Applications:

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

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

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

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

Patent No: 8263571

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

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

Patent No : 11,053,503

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

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

Patent No: 10,088,485

MODULATION OF NR2F6 AND METHODS AND USES THEREOF

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

Patent No: 9091696

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

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

Patent No: 11,141,471 B2

ANTIGEN SPECIFIC MRNA CELLULAR CANCER VACCINES

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

Patent No. 11,090,332

METHOD OF CANCER TREATMENT USING SIRNA SILENCING

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

Patent No: 8389708

SMALL MOLECULE AGONISTS AND ANTAGONISTS OF NR2F6 ACTIVITY IN HUMANS.

Patent No. 11,324,719

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

Patent No. 11,712,474

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

Patent No. 11,241,427

Compounds useful for alteration of NR2F6 activity.

Patent no. 11,655,474

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

License Agreements:

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

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

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

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

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

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

The Agreement may be terminated by Regen:

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

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

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

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

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

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

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

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

(a) pay to Regen a nonrefundable fee of $55,000 no later than April 20,2021

(b) pay to Regen royalties equal to five percent (5%) of the Net Sales as Net Sales are defined in the Agreement of any Licensed Products in a quarter.

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

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

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

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

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

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

(a) pay to KCL a nonrefundable fee of Fifty Thousand common shares of Oncology Pharma, Inc. no later than April 20,2021

(b) pay to KCL royalties equal to five percent (5%) of the Net Sales as Net Sales are defined in the Agreement of any Licensed Products in a quarter.

(c) pay to KCL ten percent (10%) of all consideration (in the case of in-kind consideration, at fair market value as monetary consideration) received by Licensee from sublicensees, excluding royalties from sublicensees based on Net Sales of any Licensed Products for which KCL receives payment.

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

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

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

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

Distribution methods of the products or services:

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

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

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

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

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

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

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

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

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

Phase I

Phase 1 trials are designed to assess the safety (pharmacovigilance), tolerability, pharmacokinetics, and pharmacodynamics of a drug. These trials are often conducted in an inpatient clinic, where the subject can be observed by full-time staff. The subject who receives the drug is usually observed until several half-lives of the drug have passed. Phase I trials normally include dose-ranging, also called dose escalation, studies so that the appropriate dose for therapeutic use can be found. The tested range of doses usually are a fraction of the dose that causes harm in animal testing and involve a small group of healthy volunteers. However, there are some circumstances when real patients are used, such as patients who have end-stage disease and lack other treatment options.

Phase II

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

Phase III

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

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

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

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

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

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

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

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5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

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

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

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

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

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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
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%	____
David R.Koos	Chairman, President, Treasurer, Secretary, CFO, CEO	San Diego, CA	7,667	Series M Preferred	26.14%	____
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, NY , 10022	6667	Series M Preferred	22.73%	
Jean-Pierre Millon	Shareholder	Paradise Valley, AZ	4001	Series M Preferred	13.64%	
David R.Koos	Chairman, President, Treasurer, Secretary, CFO, CEO	San Diego, CA	34	Series AA Preferred	100%	
David R.Koos	Chairman, President, Treasurer, Secretary, CFO, CEO	San Diego, CA	15007	Series NC Preferred	100%	

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

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

7) Legal/Disciplinary History

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

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.
Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

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

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

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

9) Disclosure & Financial Information

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

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

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

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

☐ IFRS
x U.S. GAAP

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

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

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

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

Mr. Koos has obtained the following degrees

DBA - Finance (December 2003)

Atlantic International University

Ph.D. - Sociology (September 2003)

Atlantic International University

MA - Sociology (June 1983)

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

University of California - Riverside, California

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

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I,David R. Koos certify that:

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

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

1/10/2025

]/s/ David R. Koos, CEO

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

Principal Financial Officer:

I, David R. Koos certify that:

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

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

1/10/2025

/s/ David R. Koos, CFO

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