

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Amarantus Bioscience Holdings, Inc.

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2834

Quarterly Report

For the Period Ending: September 30, 2021
(the "Reporting Period")

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

385,407,411

As of June 30, 2021, our last quarter end, the number of shares outstanding of our Common Stock was:

380,407,411

As of December 31, 2020, our last fiscal year end, the number of shares outstanding of our Common Stock was:

368,407,411

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 Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

⁵ "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 any names used by predecessor entities, along with the dates of the name changes.

None. The Company has been named Amarantus Bioscience Holdings, Inc. for more than the past 5 years

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.

August 3, 2007 – incorporated as Jumpkicks, Inc.

May 27, 2011 – re-incorporated as Amarantus Biosciences, Inc. after reverse-merger with Amarantus Therapeutics, Inc.

November 27, 2012 – re-incorporated as Amarantus Bioscience, Inc.

April 4, 2013 – re-incorporated as Amarantus Bioscience Holdings, Inc.

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:

- The Company entered into a joint venture agreement between its 80.01%-owned subsidiary Breakthrough Diagnostics, Inc ("Breakthrough") and Todos Medical, Ltd. of Israel ("Todos") for the development of the Company's Alzheimer's blood diagnostic LymPro Test in the first quarter of 2019. Todos exercised its option to acquire Breakthrough from the Company in the 2nd quarter of 2019. Todos completed the acquisition of Breakthrough Diagnostics from Amarantus in the 3rd quarter of 2020. Amarantus currently owns 78,025,645 Ordinary shares of Todos.
 - On January 29th, 2020, the Company entered into an agreement to acquire 51% ownership interest in Hempor, Inc., a retail hemp and CBD distribution business.
 - On December 31st, 2019 the Company entered into an agreement to license Engineered Skin Substitute and mesencephalic astrocyte-derived neurotrophic factor (MANF) from its subsidiaries' Cutanogen Corporation and MANF Therapeutics, respectively, to Emerald Organic Products (OTCPK: EMOR) in exchange for Emerald Series B Convertible Preferred Stock valued at \$66,666,666 and royalties on future product sales.

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

45 Wall Street, Suite 920, New York, NY 10005

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:

No.

2) Security Information

Trading symbol:	<u>AMBS</u>
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>02300U205</u>
Par or stated value:	<u>\$0.0001</u>

Total shares authorized:	<u>800,000,000</u>	as of date: <u>09/30/2021</u>
Total shares outstanding:	<u>385,407,411</u>	as of date: <u>09/30/2021</u>
Number of shares in the Public Float ⁶ :	<u>244,722,775</u>	as of date: <u>09/30/2021</u>
Total number of shareholders of record:	<u>212</u>	as of date: <u>09/30/2021</u>
<i>Additional class of securities (if any):</i>		

Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>250,000</u>	as of date: <u>09/30/2021</u>
Total shares outstanding:	<u>230</u>	as of date: <u>09/30/2021</u>

Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series B Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>3,000,000</u>	as of date: <u>09/30/2021</u>
Total shares outstanding:	<u>249,999</u>	as of date: <u>09/30/2021</u>

Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series C Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>99</u>	as of date: <u>09/30/2021</u>
Total shares outstanding:	<u>99</u>	as of date: <u>09/30/2021</u>

Trading symbol:	<u>n/a</u>	
Exact title and class of securities outstanding:	<u>Series E Preferred</u>	
CUSIP:	<u>n/a</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>13,335</u>	as of date: <u>09/30/2021</u>
Total shares outstanding:	<u>1,020.33</u>	as of date: <u>09/30/2021</u>

Trading symbol:	<u>n/a</u>
Exact title and class of securities outstanding:	<u>Series H Preferred</u>
CUSIP:	<u>n/a</u>
Par or stated value:	<u>\$0.0001</u>

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Total shares authorized: 25,000 as of date: 09/30/2021
Total shares outstanding: 455.4165 as of date: 09/30/2021

Transfer Agent

Name: VStock Transfer LLC
Phone: 212-828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Pl, Woodmere, NY 11598

Is the Transfer Agent registered under the Exchange Act?⁷ 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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 1/1/2019 Common: 269,950,256 Preferred: 764,795.8									
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.
6/10/2019	Cancel	1195	Series I	\$1,000	No	GHS – Matthew Schissler	Exchange to Debt	Restricted	Exemption
7/10/2019	Cancel	250,000	Series F	\$0.10	No	Xpress Group - Heng Fai Chan	Chan Preferred F to C exchange	Restricted	Exemption

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<u>7/10/2019</u>	<u>New</u>	<u>99</u>	<u>Series C</u>	<u>\$0.10</u>	<u>No</u>	<u>Xpress Group - Heng Fai Chan</u>	<u>Chan Preferred F to C exchange</u>	<u>Restricted</u>	<u>Exemption</u>
<u>08/15/19</u>	<u>Cancel</u>	<u>25,530,667</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Xpress Group - Heng Fai Chan</u>	<u>Debt Conversion Cancelled</u>	<u>Free Trading</u>	<u>Free Trading</u>
<u>9/9/2019</u>	<u>New</u>	<u>930,144</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>9/9/2019</u>	<u>Cancel</u>	<u>2</u>	<u>Series E</u>	<u>\$1.000</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Canceled</u>	<u>N/A</u>
<u>9/17/2019</u>	<u>New</u>	<u>1,860,288</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>9/9/2019</u>	<u>Cancel</u>	<u>4</u>	<u>Series E</u>	<u>\$1.000</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Canceled</u>	<u>N/A</u>
<u>9/23/2019</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.016</u>	<u>No</u>	<u>Orion Capital – Michael Khorossani</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
<u>9/23/2019</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.016</u>	<u>No</u>	<u>GreenTree Financial – Chris COttone</u>	<u>Litigation Settlement</u>	<u>Restricted</u>	<u>Exemption</u>
<u>9/23/2019</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.016</u>	<u>No</u>	<u>Brewer Capital Management – Jack Brewer</u>	<u>Litigation Settlement</u>	<u>Restricted</u>	<u>Exemption</u>
<u>9/25/2019</u>	<u>New</u>	<u>1,860,288</u>	<u>Common</u>	<u>\$0.0051</u>	<u>Yes</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>9/25/2019</u>	<u>Cancel</u>	<u>4</u>	<u>Series E</u>	<u>\$1.000</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Canceled</u>	<u>N/A</u>
<u>10/01/19</u>	<u>New</u>	<u>1,668</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>10/02/19</u>	<u>New</u>	<u>930,144</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston.</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
<u>10/15/19</u>	<u>New</u>	<u>1,291,096</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston.</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>

10/28/19	<u>New</u>	1,406,145	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
12/05/19	<u>New</u>	5,624,578	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
12/18/19	<u>New</u>	3,945,017	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
11/08/19	<u>New</u>	1,406,145	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
11/12/19	<u>New</u>	2,812,290	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
01/09/2020	<u>New</u>	5,185,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
01/15/2020	<u>New</u>	5,185,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Evolution Venture Partners – John Andreads</u>	<u>Consulting</u>	<u>Free Trading</u>	<u>Exemption</u>
03/13/2020	<u>New</u>	5,652,046	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
03/25/2020	<u>New</u>	7,297,317	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>GHS Investments – Matt Schissler</u>	<u>Investment</u>	<u>Restricted</u>	<u>Exemption</u>
03/26/2020	<u>New</u>	8,226,867	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Preferred Series E Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
02/03/2020	<u>New</u>	18,000,000	<u>Common</u>	<u>NA</u>	<u>NS</u>	<u>Financial Buzz Networks – Jay Wu</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/03/2020	<u>New</u>	2,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>David Flamingo</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Evolution Venture Partners – Jon Andreads</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>

02/28/2020	<u>New</u>	3,000,000	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Bryon Young</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	100	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Fortitue Advisors LLC – Gerald Commissiong</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	30	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Elise Brownell</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	30	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>John Commissiong</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	15	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Robert Harris</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	15	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Don Huffman</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	15	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Steven Spence</u>		<u>Free Trading</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	10	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Paula Trzpacz</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Angela Sachdeva</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>Brian Harvey</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
02/05/2020	<u>New</u>	5	<u>Preferred A</u>	<u>NA</u>	<u>NA</u>	<u>RJ Kagan Consulting- Richard Kagan</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Exemption</u>
01/09/2020	<u>Cancelled</u>	10	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
01/15/2020	<u>Cancelled</u>	10	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
03/13/2020	<u>Cancelled</u>	14	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
03/26/2020	<u>Cancelled</u>	14	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
08/11/2020	<u>New</u>	5,383,584	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
09/30/2020	<u>New</u>	5,004,115	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
07/31/2020	<u>Cancelled</u>	5	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>

8/11/2020	<u>Cancelled</u>	14	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
09/25/2020	<u>Cancelled</u>	23.577	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
09/30/20	<u>Cancelled</u>	6	<u>Preferred E</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
10/16/2020	<u>New</u>	7,832,075	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
11/10/2020	<u>New</u>	5,974,568	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
12/02/2020	<u>New</u>	4,177,107	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
12/23/2020	<u>New</u>	5,569,476	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>EMA Financial – Felicia Preston</u>	<u>Conversion to Common</u>	<u>Free Tradng</u>	<u>Exemption</u>
6/11/2021	<u>New</u>	12,000,000	<u>Common</u>	<u>\$42,000</u>	<u>YES</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Free Trading</u>	<u>Exemption</u>
8/23/2021	<u>New</u>	5,000,000	<u>Common</u>	<u>\$32,000</u>	<u>NO</u>	<u>David Flamingo</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Restricted</u>
Shares Outstanding on Date of This Report:									
<u>Ending</u> <u>Balance</u>									
<u>Ending Balance:</u>									
Date <u>09/30/2021</u> Common:									
<u>385,407,411</u>									
Preferred: <u>252,012,423</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 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.)
<u>12/1/2017</u>	\$ 144,245	\$ 144,245	<u>0</u>	<u>12/1/2019</u>	<u>Reg A</u>	<u>Dominion – Mikhail Gurevich</u>	<u>Investment</u>
<u>3/23/2018</u>	\$ 338,500	\$ 150,000	<u>188500</u>	<u>3/31/2020</u>	<u>50% Discount</u>	<u>KDL Holdings – Matthew Lebedev</u>	<u>—</u>
<u>5/14/2019</u>	\$ 231,500	\$ 222,500	<u>9000</u>	<u>2/1/2020</u>	<u>\$0.015/share</u>	<u>Roger Challen</u>	<u>-</u>
<u>3/23/2018</u>	\$ 2,313,244	\$ 2,313,244	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Dominion – Mikhail Gurevich</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 3,544,445	\$ 3,544,445	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Delafield Investments – Josh Sason</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 883,778	\$ 883,778	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Anson Investments – Amin Nathoo</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 3,923,235	\$ 3,923,235	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Dominion – Mikhail Gurevich</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 1,189,772	\$ 1,189,772	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Delafield Investments – Josh Sason</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 2,013,000	\$ 2,013,000	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Anson Investments – Amin Nathoo</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 828,661	\$ 828,661	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>International Infusion LP – Jeff Stephens</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 491,028	\$ 491,028	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Lincoln Park Capital Fund – Josh Scheinfeld</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 408,900	\$ 408,900	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Vivacitas Oncology – Jeff Stephens</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 187,500	\$ 187,500	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Betterhalf Bloodstock – Raffi Attar</u>	<u>Preferred Exchange</u>
<u>3/23/2018</u>	\$ 75,000	\$ 75,000	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>Gemini Master Fund – Steve Winters</u>	<u>Preferred Exchange</u>
<u>6/11/2019</u>	\$ 945,000	\$ 945,000	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>GHS – Matthew Schissler</u>	<u>Preferred Exchange</u>
<u>6/11/2019</u>	\$ 772,036	\$ 772,036	<u>0</u>	<u>3/31/2020</u>	<u>Reg A</u>	<u>GHS – Matthew Schissler</u>	<u>Preferred Exchange</u>
<u>9/5/2019</u>	\$125,000	\$125,000		<u>9/5/2020</u>	<u>50% discount</u>	<u>EMA Financial – Felicia Preston</u>	<u>Investment</u>

<u>10/3/2019</u>	\$125,000	\$125,000		<u>10/3/2020</u>	<u>50% discount</u>	<u>EMA Financial – Felicia Preston</u>	<u>Investment</u>
<u>01/24/2020</u>	\$62,250	\$63,250	<u>0</u>	<u>01/24/2021</u>	<u>50% discount</u>	<u>EMA Financial – Felicia Preston</u>	<u>Investment</u>

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)⁸:

Name: Richard Edelson
Title: None
Relationship to Issuer: Consultant

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.

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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")

1. Elto Pharma, Inc.: 45 Wall Street, Suite 920, New York, NY 10005
 - a. 50.1%-owned by Amarantus
 - b. Gerald Commissiong, CEO and sole director
2. Cutanogen Corporation: 45 Wall Street, Suite 920, New York, NY 10005
 - a. Gerald Commissiong, CEO and sole director
 - b. 90.1% owned by Amarantus
3. MANF Therapeutics, Inc.: 45 Wall Street, Suite 920, New York, NY 10005
 - a. Gerald Commissiong, CEO and sole director
 - b. 100% owned by Amarantus.
4. Theralink Technologies (f/k/a Avant Diagnostics, Inc.): 1050 30th St NW, Suite 107, Washington, DC 20007
 - a. Mick Ruxin, MD, CEO
 - b. 31.5% prior to completion of corporate restructuring of Theralink Technologies, which is in progress. The restructuring will likely result in a dilution of the Company's ownership.
5. AMBS Operations LLC: 45 Wall Street, Suite 920, New York, NY 10005
 - a. Gerald Commissiong, Manager
 - b. 100% owned by Amarantus
6. Hemp BioHealth LLC: 45 Wall Street, Suite 920, New York, NY 10005
 - a. Gerald Commissiong, Manager
 - b. 100% owned by Amarantus
7. Hempori, Inc. 17481 Preston Road, Dallas, TX 75252
51% Owned by Amarantus

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

C. Describe the issuers' principal products or services.

Elto Pharma, Inc. has development rights to eltoprazine, a Phase 2b-ready small molecule indicated for the treatment of Parkinson's disease levodopa-induced dyskinesia, Alzheimer's aggression and adult attention deficit hyperactivity disorder, commonly known as ADHD. Dr. Paula Trzepacz, formerly Senior Medical Fellow in Neurosciences drug development at Eli Lilly, serves as Elto Pharma's Chief Medical Advisor. The combined therapeutic market for Parkinson's Alzheimer's and ADHD treated by eltoprazine is estimated to be over \$30B.

Cutanogen Corporation is preparing for pivotal studies with Engineered Skin Substitute (ESS) for the treatment of pediatric life-threatening severe burns. ESS is a regenerative medicine-based, autologous full-thickness skin graft technology originally developed by the Shriners' Hospital that can be used to treat severe burns, as well as several other catastrophic and cosmetic dermatological indications. Dr. Richard Kagan, formerly Chief of Staff

at the Shriners Burn Hospital in Cincinnati and past President of the American Burn Association, serves as Chief Medical Advisor for Cutanogen Corporation. The market for skin-grafting related disorders is estimated at \$5B.

MANF Therapeutics Inc. owns key intellectual property rights and licenses from a number of prominent universities related to the development of the therapeutic protein known as mesencephalic astrocyte-derived neurotrophic factor ("MANF"). MANF Therapeutics is developing MANF-based products as treatments for ophthalmological disorders such as Wolfram's Syndrome, Retinitis Pigmentosa and Glaucoma, as well as neurodegenerative diseases such as Parkinson's disease. MANF was discovered by the Company's Chief Scientific Officer John Commissiong, PhD. Dr. Commissiong discovered MANF from AMBS' proprietary discovery engine PhenoGuard, and believes several other neurotrophic factors remain to be discovered. Dr. John Commissiong, formerly Head of the Neurotrophic Factors Group at the National Institute of Neurological Disease and Stroke, serves as Chief Scientific Advisor to MANF Therapeutics. The combined market for indications treated by MANF exceeds \$50B.

Theralink Technologies (OTCQB: OBMP) (f/k/a Avant Diagnostics, Inc.) is commercializing the phosphoprotein tumor analysis platform Theralink® to improve diagnosis and treatment response rates across all cancers

AMBS Operations LLC is setup to manage the assets of Amaranthus Bioscience Holdings, Inc.

Hemp BioHealth, LLC is seeking to develop inhalable non-psychoactive cannabinoid products for the smoking cessation and other CNS-related disorders;

Hempori, Inc., a CBD wellness retailer in Dallas, TX with 2 stores and a growing physical and online presence.

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.

The Company focuses on the development of biotechnology products, protected primarily by intellectual property. Each subsidiary company owns, or has exclusive license to, their principle products. The Company does not have significant facilities or leases, other than office space in New York, NY that serves as the Company's headquarters

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
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>400,931</u>	<u>Common</u>	<u>0.12%</u>	
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>249,999</u>	<u>Series B</u>	<u>100%</u>	
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>992.83</u>	<u>Series E</u>	<u>86.7%</u>	
<u>Gerald Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>291.66</u>	<u>Series H</u>	<u>64%</u>	
<u>John Commissiong</u>	<u>Officer and Director</u>	<u>New York, NY</u>	<u>332,295</u>	<u>Common</u>	<u>0.13%</u>	
<u>Robert Harris</u>	<u>Director</u>	<u>Emeryville, CA</u>	<u>42,162</u>	<u>Common</u>	<u>0.17%</u>	
<u>Donald Huffman</u>	<u>Director</u>	<u>San Mateo, CA</u>	<u>0</u>	<u>n/a</u>	<u>n/a</u>	
<u>Steven Spence</u>	<u>Director</u>	<u>New York, NY</u>	<u>6,000,000</u>	<u>Common</u>	<u>2.33%</u>	

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: Jeff Fessler
Firm: Sheppard Mullin
Address 1: 30 Rockefeller Center, 39th floor, New York, NY 10012
Address 2:
Phone: 212-653-8700
Email: jfessler@shepparmullin.com

Accountant or Auditor

Name: Richard Edelson
Firm: Get OTC Current
Address 1: 1050 West Jericho Turnpike
Address 2: Smithtown, NY
Phone: 631-824-0807
Email: rich@getotccurrent.com

Investor Relations

Name: Gerald Commissiong
Firm: Amarantus Bioscience Holdings, Inc.
Address 1: 45 Wall Street, Suite 920, New York, NY 10005
Address 2: _____
Phone: 650-862-5391
Email: gerald@amarantus.com

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: William Eilers
Firm: Eilers Law
Nature of Services: OTC Compliance and Reg A Attorney
Address 1: 149 S Lexington Ave, Asheville, NC 28801
Address 2: _____
Phone: (786) 273-9152
Email: admin@eilerslawgroup.com

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, Gerald Commissiong certify that:

1. I have reviewed this quarterly disclosure statement of Amarantus Bioscience Holdings, 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.

11/19/2021 [Date]

Gerald Commissiong [CEO's Signature]

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

Principal Financial Officer:

I, Gerald Commissiong certify that:

1. I have reviewed this Quarterly disclosure statement of Amarantus Bioscience Holdings, 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.

11/19/2021 [Date]

Gerald Commissiong [CFO's Signature]

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

AMARANUTS BIOSCIENCE HOLDINGS, INC.**BALANCE SHEETS**

(Unaudited)

	September 30, 2021	September 30, 2020
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 180	\$ 496
Related party convertible notes receivable at fair value	-	-
Prepaid expenses and other current assets	30,200	30,700
Total current assets	30,380	31,196
Non-current assets:		
Investment in Avant at fair value	2,726,657	2,726,657
Investment in Todos Medical	2,033,183	2,033,183
Investment in Emerald Organic Products, Inc.	10,000,000	20,000,000
Hempori	108,394	61,250
Intangible assets	1,256	1,256
Total non-current assets	14,869,490	24,822,346
TOTAL ASSETS	\$ 14,899,870	\$ 24,853,542
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 15,155,975	\$ 14,761,726
Notes payable	51,395	51,395
Convertible notes	19,149,500	19,149,500
Total current liabilities	34,356,870	33,962,621
Total liabilities	34,356,870	33,962,621
Preferred stock	1,532,907	1,532,907
Common stock (\$0.0001 par value, 800,000,000 shares authorized; issued and outstanding at September 30, 2021 was 385,407,411 and 344,854,185 at 2020, respectively)	273,959	272,259
Additoinal paid in capital	80,030,424	79,958,124
Accumulated deficit	(101,294,290)	(90,872,369)
Total stockholders' equity	(19,457,000)	(9,109,079)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 14,899,870	\$ 24,853,542

AMARANUTS BIOSCIENCE HOLDINGS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Quarters Ended	
	<u>September 30, 2021</u>	<u>September 30m 2020</u>
Net Revenues	\$ -	\$ 30,000
Operating expenses:		
General and administrative	38,979	16,215
Total operating costs and expenses	<u>38,979</u>	<u>16,215</u>
Income from operations	<u>(38,979)</u>	<u>13,785</u>
Other income (expense):		
Unrealized loss on investments	<u>10,006,356</u>	<u>-</u>
Total other income (expense)	<u>10,006,356</u>	<u>-</u>
Net (loss) income	\$ <u><u>(10,045,335)</u></u>	\$ <u><u>13,785</u></u>

AMARANTUS BIOSCIENCE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Par value	Shares	Par value			
Balance as of December 31, 2018	748,169	2,860,327	234,162,182	223,585	84,610,219	(115,598,403)	(27,904,272)
Series A preferred stock issued	-	230	-	-	-	-	230
Series C preferred stock issued	250	99	-	-	-	-	99
Tender exchange series E	-	27,500	-	-	-	-	27,500
Convertible note issued in exchange of series E preferred	-	(41,000)	-	-	-	-	(41,000)
Conversion of series E preferred into Common stock	(149.00)	(49,000)	22,066,135	22,059	26,945	-	4
Correction of series I preferred stock issued	(50.00)	(50,000)	-	-	-	-	(50,000)
Conversion of series I preferred stock into convertible note	(1,195.00)	(1,195,000)	-	-	-	(498,478)	(1,693,478)
Conversion of series F preferred into series C	-	(250)	-	-	25,682	-	25,432
Common stock issued for conversion of convertible notes	-	-	7,872,606	7,872	67,128	-	75,000
Conversion of F preferred into C preferred	-	-	-	-	-	-	-
Forfeiture on tender exchange	-	-	-	-	-	1,422,866	1,422,866
Issuance of Common stock for services	-	-	31,350,000	33,404	848,042	-	881,446
Cancellation of stock compensation	-	-	(25,530,667)	(25,531)	(5,729,019)	5,729,019	(25,531)
Net Income for the year ended December 31, 2019	-	-	-	-	-	18,325,888	18,325,888
Balance as of December 31, 2019	747,025	1,552,906	269,920,256	261,389	79,848,997	(90,619,108)	(8,955,816)
Issuance of common stock for services	-	-	64,546,230	10,870	109,127	-	119,997
Issuance of preferred A	230	-	-	-	-	-	-
Convertible note issued in exchange of series E preferred	41	(19,999)	-	-	-	-	(19,999)
Net Loss for the quarter ended March 31, 2020	-	-	-	-	-	(219,260)	(219,260)
Balance as of March 31, 2020	747,296	1,532,907	334,466,486	272,259	79,958,124	(90,838,368)	(9,075,078)
Net Income for the quarter ended June 30, 2020	-	-	-	-	-	19,920	19,920
Balance as of March 31, 2020	747,296	1,532,907	334,466,486	272,259	79,958,124	(90,818,448)	(9,055,158)
Conversion of preferred stock	-48	-	10,387,699	-	-	13,784	13,784
Net Income for the quarter ended September 30, 2020	-	-	-	-	-	-	-
Balance as of September 30, 2020	747,248	1,532,907	344,854,185	272,259	79,958,124	(90,872,369)	(9,109,079)
Issuance of Common stock	-	-	23,553,226	-	-	-	-
Net Income for the quarter ended Decemeber 31, 2020	-	-	-	-	-	(374,514)	(374,514)
Balance as of December 31, 2020	747,278	1,532,907	368,407,411	272,259	79,958,124	(91,246,883)	(9,483,593)
Ne income for the quarter ended March 31, 2021	-	-	-	-	-	16,609	16,609
Balance as of March 31, 2021	747,278	1,532,907	368,407,411	272,259	79,958,124	(91,230,274)	(9,466,984)
Issuance of common stock for penalties	-	-	12,000,000	1,200	40,800	-	42,000
Net Loss for the quarter ended June 30, 2021	-	-	-	-	-	(18,682)	(18,682)
Balance as of June 30, 2021	747,278	1,532,907	380,407,411	273,459	79,998,924	(91,248,956)	(9,443,665)
Issuance of Common Stock for services	-	-	5,000,000	500	31,500	-	32,000
Net loss for the quarter eneded September 30, 2021	-	-	-	-	-	(10,045,334)	(10,045,334)
Balance as of September 30, 2021	747,278	\$ 1,532,907	385,407,411	\$ 273,959	\$ 80,030,424	\$ (101,294,290)	\$ (19,457,000)

AMARANUTS BIOSCIENCE HOLDINGS, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Quarters Ended	
	September 30, 2021	September 30, 2020
Cash flows from operating activities		
Net (loss)/income	\$ (10,045,335)	\$ 13,785
Adjustments to reconcile net loss to net cash used in operating activities		
Issuance of Common stock for consulting services	32,000	-
Due from related parties	14,159	2,950
Accounts payable and accrued expenses		(4,912)
Net cash used in operating activities	(9,999,176)	11,823
Cash flows from investing activities		
Investments	9,999,356	(16,500)
Net cash used in investing activities	9,999,356	(16,500)
Net increase in cash and cash equivalents	180	(4,677)
Cash and cash equivalents, beginning of the period	-	5,173
Cash and cash equivalents, end of the period	\$ 180	\$ 496

AMARANTUS BIOSCIENCE HOLDINGS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Organization and Description of Business

Amarantus Bioscience Holdings, Inc. (“Amarantus” or the “Company”) is a California based biopharmaceutical company founded in January 2008. The Company owns or has exclusive licenses to various product candidates in the biopharmaceutical and diagnostic areas of the healthcare industry. The Company is developing our diagnostic product candidates in the field of neurology, and its therapeutic product candidates in the areas of neurology, psychiatry, ophthalmology and regenerative medicine. The Company’s business model is to develop its product candidates through various de-risking milestones that the Company believes will be accretive to shareholder value, and will position them to be strategically partnered with pharmaceutical companies, diagnostic companies and/or other stakeholders in order to more efficiently achieve regulatory approval and commercialization.

Note 2 – Going Concern

The Company’s activities since inception have consisted principally of acquiring product and technology rights, raising capital, and performing research and development. Successful completion of the Company’s development programs and, ultimately, the attainment of profitable operations are dependent on future events, including, among other things, its ability to access potential markets; secure financing, develop a customer base; attract, retain and motivate qualified personnel; and develop strategic alliances. From inception, the Company has been funded by a combination of equity and debt financings. Although management believes that the Company will be able to successfully fund its operations, there can be no assurance that the Company will be able to do so or that the Company will ever operate profitably. The Company’s activities since inception have consisted principally of acquiring product and technology rights, raising capital, and performing research and development. Historically, we have incurred net losses and negative cash flows from operations.

The Company expects to continue to incur substantial losses over the next several years during its development phase. To fully execute its business plan, the Company will need to complete certain research and development activities and clinical studies. Further, the Company’s product candidates will require regulatory approval prior to commercialization. These activities may span many years and require substantial expenditures to complete and may ultimately be unsuccessful. Any delays in completing these activities could adversely impact the Company. The Company plans to meet its capital requirements primarily through issuances of debt and equity securities and, in the longer term, revenue from product sales.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which contemplate continuation of the Company as a going concern.

Historically, the Company has incurred net losses and negative cash flows from operations. The Company believes its current capital resources are not sufficient to support its operations. Management intends to continue its research efforts and to finance operations of the Company through debt and/or equity financings. Management plans to seek additional debt and/or equity financing through private or public offerings or through a business combination or strategic partnership. There can be no assurance that the Company will be successful in obtaining additional financing on favorable terms, or at all. These matters raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Note 3 – Summary of Significant Accounting Policies

Significant Accounting Policies - There have been no material changes in the Company’s significant accounting policies, other than the Fair Value of Convertible Notes Receivable, to those previously disclosed in the 2015 Annual Report.

Reclassification - Certain amounts in the prior period financial statements have been reclassified to conform to the

presentation of the current period financial statements. These reclassifications had no effect on the previously reported net loss.

Basis of Presentation - The Financial Statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The Financial Statements have been prepared using the accrual basis of accounting in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States (See Note 2) regarding the assumption that the Company is a “going concern”.

Development Stage Company - The Company is a development stage company as defined by section 915-10-20 of the FASB Accounting Standards Codification. The Company is still devoting substantially all of its efforts on establishing the business. Its planned principal operations have not commenced. All losses accumulated since inception have been considered as part of the Company’s development stage activities.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Significant estimates include the fair value of notes receivable and derivatives, the fair value of stock-based compensation and warrants, the carrying value of intangible assets (patents and licenses), valuation allowance against deferred tax assets, and related disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Research and Development Expenditures - Research and development costs are expensed as incurred. Research and development costs include salaries and personnel-related costs, consulting fees, fees paid for contract research services, fees paid to clinical research organizations and other third parties associated with clinical trials, the costs of laboratory equipment and facilities, and other external costs. The Company incurred no research and development costs for the quarter ended June 30, 2021.

Fair Value Option - The Company has elected the fair value option to account for its convertible note receivable and its investments at fair value with changes in fair value recorded in the statement of operations.

Fair Value Convertible Notes Receivable - The Company’s convertible note receivable as of March 31, 2021 was valued, taking into consideration, cost of the investment, market participant inputs, market conditions, liquidity, operating results and other qualitative and quantitative factors. The values at which the Company’s convertible note receivable are carried on its books are adjusted to estimated fair value at the end of each quarter taking into account general economic and stock market conditions and those characteristics specific to the underlying investments. Due to the short term nature of convertible note receivable, cost approximates fair value.

Investments – Investments in entities where the Company can exercise significant influence, but not control, is classified as an equity investment and accounted for using the fair value option.

Recent Accounting Pronouncements

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the FASB Accounting Standards Codification™ (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

Note 4 – Net Loss per share

The Company computes basic and diluted earnings per share amounts in accordance with ASC Topic 260, Earnings

per Share. Basic earnings per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share reflects the potential dilution that could occur if stock options and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock that could share in the earnings of the Company.

Note 5 – Fair Value of Financial Instruments

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

The Company follows FASB Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

□□ Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

□□ Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

□□ Level 3 - Inputs that are both significant to the fair value measurement and unobservable. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

On December 31, 2019 the Company entered into a licensing agreement with Emerald Organic Products, Inc. ("EMOR"). EMOR will be responsible for all costs payable for activities directly related to the development and marketing of the licensed products. The following products that are owned by the corresponding subsidiaries of AMBS and being licensed to EMOR (i) Engineered Skin Substitute (ESS) from subsidiary Cutanogen Corporation, (ii) Mesencephalic Astrocyte-derived Neurotrophic Factor from subsidiary MANF Therapeutics, Inc. and (iii) PhenoGuard from subsidiary MANF Therapeutics, Inc.

The license fee paid to secure the exclusive license was 666,667 shares of EMOR convertible preferred stock. The EMOR convertible preferred stock has a automatic conversion on April 30, 2022 into 33,333,350 shares of EMOR common stock.

EMOR shall pay to the Company a royalty equal to one percent (1%) of Net Sales of all licensed products and derivative products sold by EMOR. The license agreement also states that in the event that the EMOR convertible preferred converts to common stock at a value below \$66,666,666 (sixty six million six hundred and sixty six thousand and six hundred and sixty six Dollars), then the deficit delta between such amount and the actual value of such shares on the conversion date will be paid through an increased royalty percentage ("True-up Royalty"). The True-up Royalty shall be equal to twenty-nine percent (29%)

of the gross revenue generated from the sale of Licensed Product, in addition to any other royalties, including any increased royalty from the exercise of the Option. Such True-Up Royalty will cease once the deficit delta created on the conversion date is satisfied. If on the day of conversion the common stock shares of EMOR have a fair market value equal to or higher than \$66,666,666 (sixty six million six hundred and sixty six thousand and six hundred and sixty six Dollars), then this paragraph shall not apply.

On June 30, 2021 the value assigned to the convertible preferred was \$20,000,000 as a level III asset.

Notes 6 – Notes Payable

On November 8, 2017, the Company issued the holder the Note which matures on July 5, 2018 and is convertible into shares of the Company's common stock at any time after the issuance date at a price per share equal to 75% of the lowest volume weighted average price for the ten trading days prior to and the ten trading days following the date of conversion. The holder of the Note may not convert such Note if, upon conversion, the holder together with its affiliates would beneficially own more than 4.99% of the Company's issued and outstanding common stock; provided, however, such beneficial ownership limitation may be increased or decreased at any time but in no event shall exceed 9.99% of the Company's issued and outstanding common stock. As long as any portion of the Note remains outstanding, the Company may not, without the consent of holders of at least 51% of the principal amount of the then outstanding Note, (i) enter into, create, incur, assume, guarantee or suffer to exist any indebtedness for borrowed money of any kind except for Permitted Indebtedness (as defined in the Note), (ii) enter into, create, incur, assume or suffer to exist any Liens (as defined in the Note) of any kind, on or with respect to any of its property or assets now owned or hereafter acquired or any interest therein or any income or profits therefrom except for Permitted Liens (as defined in the Note), (iii) except for an amendment to its outstanding preferred stock, amend its charter documents in any manner that materially and adversely affects any rights of the holder of the Note, (iv) repay, repurchase or offer to repay, repurchase or otherwise acquire more than a de minimis number of shares of its common stock or common stock equivalents other than as to the Conversion Shares (as defined in the Note) or Warrant Shares (as defined in the Note), (v) redeem, defease, repurchase, repay or make any payments in respect of, by the payment of cash or cash equivalents, all or any portion of any Indebtedness (as defined in the Note) (other than the Note if on a pro-rata basis), whether by way of payment in respect of principal of (or premium, if any) or interest on, such Indebtedness, including Permitted Indebtedness from and after the occurrence of an event of default, (vi) declare or make any dividend or other distribution of its assets or rights to acquire its assets to holders of shares of common stock, (vii) issue any common stock or common stock equivalents except as permitted pursuant to the SPA, (viii) enter into any transaction with any affiliate of the Company, unless such transaction is made on an arm's-length basis and expressly approved by a majority of the disinterested directors of the Company or (vii) enter into any agreement with respect to any of the foregoing.

Pursuant to the terms of the SPA, on November 6, 2017, Gerald Commissiong, the President and Chief Executive Officer of the Company executed a Stock Pledge Agreement pursuant to which Gerald Commissiong granted to the holder of the Note, a first priority lien and security interest in 5 million shares of common stock of Avant Diagnostics Inc., a Nevada corporation. In addition on November 6, 2017, Gerald Commissiong executed a Personal Guaranty for the benefit of the holder of the Note, up to \$100,000.

On November 3, 2017, the Company entered into the Third Amendment to Intercreditor and Subordination Agreement (the "Third Amendment") to amend such agreement to include \$100,000 invested pursuant to the SPA.

Pursuant to the SPA, the Company issued a secured convertible note in the principal amount of \$100,000. The details of this transaction are described in Item 1.01, which is incorporated by reference, in its entirety, into this Item 3.02. The issuance of the Note was deemed to be exempt from the registration requirements of the Securities Act of 1933, as amended, by virtue of Section 4(a)(2) thereof and Rule 506 of Regulation D thereunder, as a transaction by an issuer not involving a public offering.

On December 4, 2017, the Company filed an Amended and Restated Certificate of Designation, Preferences, Rights and Limitations of Series B Convertible Preferred Stock (the "Certificate of Designation") with the Nevada Secretary of State. The Certificate of Designation authorizes one share of Series B Preferred Stock with a stated value of \$1,000. Each holder of Series B Preferred Stock shall have the right to vote on all matters submitted to the shareholders of the Company in an amount equal to 24,999,999,999 shares of common stock for each one share of Series B Preferred Stock. The Series B Preferred Stock shall not be subject to any stock split or stock dividend. So

long as the Series B Preferred Stock is outstanding, the Company may not issue additional shares of any series of preferred stock without the prior written consent of the Series B Preferred Stock holder. In addition, the Company may not, without the holder of at least 67% in stated value of the then outstanding Series B Preferred Stock, (i) amend its charter documents in any manner that materially and adversely affects any rights of the Series B Preferred Stock Holder, (ii) repay, repurchase or offer to repay, repurchase or otherwise acquire more than a de minimis number of shares of the Company's securities, (iii) pay cash dividends or distributions on Junior Securities (as defined in the Certificate of Designation) or (iv) enter into any agreement with respect to any of the foregoing.

On December 4, 2017, the Company issued one share of Series B Preferred Stock to Gerald Commissiong.

On October 12, 2017 the Company entered into a letter of intent (the "LOI") with certain debt holders, Series E Preferred Stock Holders (the "Series E Holders") and Series H Preferred Stock Holders (the "Series H Holders" and together with the Series E Holders, the "Equity Holders") as specified therein. Pursuant to the LOI, the Company will issue (i) the debt holders secured convertible notes (the "Debt Holder Notes") in exchange for the outstanding principal amount of the original notes (the "Original Notes") held by such debt holders and the cancellation of warrants issued therewith and (ii) the Equity Holders unsecured convertible notes (the "Equity Holder Notes" and together with the Debt Holder Notes, the "New Convertible Notes") in exchange for the outstanding stated value of such preferred stock together with the surrender of all warrants issue in connection with the preferred stock, in each case with no variable rate pricing mechanisms (the "Tender Exchange"). The principal amount of the Debt Holder Notes shall equal to 80% of the unpaid principal amount of the Original Notes and the principal amount of the Equity Holder Notes shall be equal to 75% of the outstanding stated value of the preferred stock.

The New Convertible Notes shall be non-interest bearing and shall mature nine months from the date of the closing of the Tender Exchange, and may be extendable in the event the uplist occurs as contemplated in the LOI. The New Convertible Notes shall be convertible into shares of the Company's common stock, beginning nine (9) months after after the uplist of the Company's common stock to NASDAQ or the New York Stock Exchange at a price per share equal to or greater than the price per share required for such uplist (the "Uplist Price"). After such uplist, the New Convertible Notes conversion amount shall be the Tranche Size divided by the average price per share of the Company's common stock for the immediately preceding 12 trading days (with such share price subject to an increase cap of 250% of the Uplist Price). "Tranche Size" means 25% of the of the New Convertible Notes' principal amount.

Holders of the New Convertible Notes may only sell such number of securities equal to no more than 5% (subject to a minimum of 0.3125%) of the average trading volume for the prior five trading days multiplied by the Tranche Size per day (the "Liquidation Limit"). Holders of the New Convertible Notes may liquidate the maximum Tranche Size upon the earlier of (i) nine months from the closing date of the Tender Exchange and (ii) the first day upon which the Company's securities close at a price per share which is greater than 150% of the Uplist Price and subsequently at four month intervals thereafter (each a "Liquidation Interval"). Any unused portion of the Tranche Size may be rolled into and eligible during the next Liquidation Interval. If the holder of the New Convertible Notes sells shares of common stock issuable upon conversion of such notes in excess of the Liquidation Limit, then the Company shall have a right of first refusal to purchase such shares at a price equal to the average closing price per share for the prior five trading days.

The foregoing descriptions of the LOI is not complete and is qualified in its entirety by reference to the full text of the LOI which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

On October 18, 2017, the Company received a notice of conversion from BMI Capital Intl pursuant to which such investor converted \$500,000 of the principal amount of a convertible note into 20 million shares of the Company's common stock at a price of \$0.025 per share.

On November 13, 2017, the Company received a notice of conversion from Dominick & Dickerman, LLC pursuant to which such investor converted \$500,000 of the principal amount of a convertible note into 20 million shares of the Company's common stock at a price of \$0.025 per share.

On January 4th, 2018, Amarantus BioScience Holdings, Inc. (the "Company") issued a 12% Senior Secured Convertible Note (the "Secured Note") to Xpress Group International Limited (the "Investor") in the principal amount of \$15,000 pursuant to a Securities Purchase Agreement dated January 4th, 2018 (the "SPA").

On January 23rd, 2018, Amarantus BioScience Holdings, Inc. (the “Company”) issued a 12% Senior Secured Convertible Note (the “Secured Note”) to CK Pappardelle (the “Investor”) in the principal amount of \$25,000 pursuant to a Securities Purchase Agreement dated January 23rd, 2018 (the “SPA”).

On the Maturity Date, all outstanding principal and accrued and unpaid interest shall be converted into Company common stock.

Share Settled Debt – No activity in the quarter ended September 30, 2021

Note 7 – Stockholder’s Equity

For the year ended December 31, 2020, the Company issued 12,000,000 shares to various investors.

Note 8 – Related Party Transactions

Convertible Notes Receivable

See footnote 6 for a discussion of convertible notes receivable.

Notes Payable

The Company has a demand promissory note with Neurotrophics, which is due 365 days upon demand of the holder. At the option of the Company, the note and the accrued interest owed can be repaid by issuing shares of its common stock based on the closing price of the Company’s common stock on the day of the conversion. The conversion price if converted on June 30, 2021 would be \$0.05 related to the note and accrued interest on the note and would convert to approximately 5.2 million shares.

Resignation of Gerald Commissiong as CEO

On February 14th, 2021, the Company’s Board of Directors accepted Mr. Commissiong’s resignation as Chief Executive Officer, effective March 31st, 2021. Mr. Commissiong will continue to serve in the capacity of President until such time that the Board formally appoints a new Chief Executive Officer. Mr. Commissiong took on the role of Executive Chairman effective April 1st, 2021. A member of our Board of Directors, Donald Huffman, is acting as CEO while a search for a CEO to replace Mr. Commissiong is conducted.

Termination of Sublicense Agreement with EMOR

On April 20, 2021 the Company submitted a notice of termination (the “Notice”) of the license agreement dated December 31, 2019 between the Company and Emerald Organic Products (“EMOR”) regarding the sublicense of intellectual property covering the Company’s MANF and Engineered Skin Substitute programs (the “License”). The Notice provided EMOR an opportunity to cure the breaches of the License referenced in the Notice for a period of 30 days, by May 20, 2021. EMOR did not cure the breaches referenced in the Notice by May 20, 2021, and therefore the License has been terminated. The Company maintains its ownership rights to the 666.7 thousand Series B Convertible Preferred of EMOR that is convertible into 33.3 million shares of common stock of EMOR on April 6, 2022. The Company intends to pursue the reimbursement of expenses of over \$600,000 related to the maintenance and prosecution of the intellectual property underlying the License and other expenses related to the Development programs required under the License. During the quarter ended September 30, 2021 the Company wrote down the value of the EMOR stock by \$10,000,000.

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Note 9 – Subsequent Event

None