

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

VG LIFE SCIENCES INC.

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

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

Quarterly Report

For the period ending September 30, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

19,192,891,732 as of September 30, 2023, the current reporting period

17,463,959,720 as of December 31, 2022, the most recent fiscal year end

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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.

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

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):

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

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

- N/A

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

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

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

- The Company's principal executive office is located at 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013.

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

☒ Check if principal executive office and principal place of business are the same address:

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

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

2) Security Information

Transfer Agent

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

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>VGLS</u>
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>91822T101</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>40,000,000,000 as of date: 9/30/2023</u>

Total shares outstanding:	19,192,891,732	as of date: 9/30/2023
Number of shares in the Public Float ² :	18,494,329,354	as of date: 9/30/2023
Total number of shareholders of record:	314	as of date: 9/30/2023

Other classes of authorized or outstanding equity securities:

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). 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:	<u>Series A Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: 9/30/2023</u>
Total shares outstanding (if applicable):	<u>100,000,000</u>	<u>as of date: 9/30/2023</u>
Total number of shareholders of record (if applicable):	<u>2</u>	<u>as of date: 9/30/2023</u>

Security Description:

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

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

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

Preferred Series A:

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

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

(c) Conversion. Each share of Series A Preferred may be converted into 900 shares of common stock (1:900) conversion rate

(i) The right to convert rests solely upon the holder.

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

(e) Liquidation Preference.

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

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

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

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

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

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

(see above)

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

N/A

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

N/A

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End:	*Right-click the rows below and select "Insert" to add rows as needed.
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Date <u>12/31/2020</u> Opening Balance Common: <u>550,599,912</u> Series A Preferred: <u>20,000,000</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/11/2020	issuance	20,000,000	CS	.005	Yes	Intermarket Associates, LLC- Charles Abujudeh	debt conversion	Unrestricted	3(a)10
1/11/2020	issuance	20,000,000	CS	.005	Yes	OC Sparkle, Inc- Abraham Abu	debt conversion	Unrestricted	3(a)10
1/27/2020	issuance	50,000,000	CS	.005	Yes	Intermarket Associates, LLC- Charles Abujudeh	debt conversion	Unrestricted	3(a)10
02/03/2021	issuance	40,000,000	CS	.005	Yes	Top Knot, Inc.- John Kellas	debt conversion	Unrestricted	3(a)10
02/08/2021	Retired	-40,000,000	CS	.005	Yes	Mark Borden	debt conversion	Unrestricted	3(a)10
02/09/2021	issuance	50,000,000	CS	.005	Yes	OC Sparkle, Inc- Abraham Abu	debt conversion	Unrestricted	3(a)10
04/26/2021	issuance	63,419,391	CS	0.00365	Yes	Top Knot, Inc.- John Kellas	debt conversion	Unrestricted	3(a)10
06/29/2021	issuance	40,000,000	CS	.003	Yes	James Bursey	debt conversion	Unrestricted	3(a)10
07/15/2021	issuance	64,000,000	CS	0.0025	Yes	James Bursey	debt conversion	Unrestricted	3(a)10
07/20/2021	issuance	69,597,910	CS	0.003	Yes	MSW Projects Ltd- Bruce Bent	debt conversion	Unrestricted	3(a)10
07/21/2021	issuance	86,800,000	CS	0.003	Yes	James Bursey	debt conversion	Unrestricted	3(a)10
08/04/2021	issuance	95,477,304	CS	0.00275	Yes	James Bursey	debt conversion	Unrestricted	3(a)10
08/05/2021	issuance	104,929,557	CS	0.00275	Yes	MSW Projects Ltd- Bruce Bent	debt conversion	Unrestricted	3(a)10
08/16/2021	issuance	115,317,583	CS	0.0039	Yes	James Bursey	debt conversion	Unrestricted	3(a)10
08/25/2021	issuance	126,734,024	CS	0.0015	Yes	MSW Projects Ltd- Bruce Bent	debt conversion	Unrestricted	3(a)10
08/27/2021	issuance	139,280,692	CS	0.0015	Yes	James Bursey	debt conversion	Unrestricted	3(a)10
09/01/2021	issuance	153,069,481	CS	0.0027	Yes	MSW Projects Ltd- Bruce Bent	debt conversion	Unrestricted	3(a)10
09/20/2021	issuance	384,615,385	CS	0.0026	Yes	Paul Rachmuth	Legal Services Agreement	Restricted	N/A
12/09/2021	issuance	206,300,283	CS	0.0008	Yes	MSW Projects Ltd- Bruce Bent	debt conversion	Unrestricted	3(a)10
12/17/2021	issuance	226,724,011	CS	0.00077	Yes	MSW Projects Ltd- Bruce Bent	debt conversion	Unrestricted	3(a)10

12/23/2021	issuance	2,500,000	CS	0.0014	No	Axiom-Darren Bankston	services	Restricted	N/A
12/30/2021	issuance	249,417,188	CS	0.000565	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
01/07/2022	issuance	274,109,489	CS	0.0005	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
01/10/2022	issuance	150,000,000	CS	0.0005	Yes	Darling Capital-Yossi Levin	debt conversion	Unrestricted	3(a)10
01/12/2022	issuance	316,096,329	CS	0.0005	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
01/20/2022	issuance	347,389,865	CS	0.0005	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
02/03/2022	issuance	381,781,462	CS	0.00021	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
02/22/2022	issuance	419,577,827	CS	0.00017	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
03/09/2022	issuance	461,116,032	CS	0.00014	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
04/26/2022	issuance	506,766,519	CS	0.00015	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
05/03/2022	issuance	556,936,404	CS	0.00012	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
05/11/2022	issuance	612,073,108	CS	0.0001	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
5/16/2022	issuance	672,668,346	CS	0.00009	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
5/23/2022	issuance	739,262,512	CS	0.00007	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
6/10/2022	issuance	812,449,501	CS	0.00007	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
7/5/2022	issuance	892,882,002	CS	0.00005	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
07/12/2022	issuance	981,277,320	CS	0.00005	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
7/18/2022	issuance	1,078,423,774	CS	0.0001	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
7/22/2022	issuance	1,185,187,728	CS	0.00012	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
7/26/2022	issuance	1,302,521,313	CS	0.00014	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
08/08/2022	issuance	1,431,470,923	CS	0.00009	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
8/25/2022	issuance	1,573,186,545	CS	0.00008	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10
9/13/2022	issuance	1,728,932,012	CS	0.00007	Yes	V2IP, Inc./ Dawn Bronson	debt conversion	Unrestricted	3(a)10
10/12/2022	issuance	1,900,096,282	CS	0.00005	Yes	Bruce Bent	debt conversion	Unrestricted	3(a)10

10/21/2022	issuance	2,088,205,814	CS	0.00005	Yes	Dr. Judith Goss	debt conversion	Unrestricted	3(a)10
12/12/2022	(retire)	(1,900,096,282)	CS	-	-	Bruce Bent	-	-	-
12/12/2022	(retire)	(2,088,205,814)	CS	-	-	Dr. Judith Goss	-	-	-
12/15/2022	(retire)	(1,728,932,012)	CS	-	-	V2IP, Inc./ Dawn Bronson	-	-	-
7/24/2023	Issuance	1,728,932,012	CS	0.00005	Yes	Phase I Operations, Inc. (Paul Rachmuth)	debt conversion	Unrestricted	3(a)10
Shares Outstanding on September 30, 2023: Ending Balance: Common: 19,192,891,732 Preferred A: 100,000,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 2022 pursuant to the tabular format above.

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

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

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.)
11/19/2020	\$291,666	N/A	N/A	N/A	90 day past due fees convertible at 75% discount to lowest 30 day average closing bid	James Wolff	Management Agreement- resigned 6/02/2021
11/24/2020	\$623,342.47	N/A	N/A	N/A	90 day past due fees convertible at 75% discount to lowest 30 day average closing bid	Selkirk Global Holdings, LLC- Paul Strickland, Manager	Management Agreement
10/10/2022	\$50,000	\$4,358.33	\$253.22	10/09/2023	10% note convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Daysprior to the date on which Holder elects to convert all or part of the Note	Selkirk Global Holdings, LLC/ Paul Strickland	Loan¹
10/12/2022	\$106,666.66	\$96,000.00	n/a	10/11/2023	convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive Trading Daysprior to the date on which Holder elects to convert all or part of the Note	James Wolff	Loan²

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

- \$8,910 funded in Q1\2 2023
- Loans made by former officer and director of the Company

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations.

(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

- The Company is in the process of restructuring its business.

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

- N/A

C. Describe the issuers' principal products or services.

- Focused on becoming a real estate acquisitions, development, and value-added development.

5) 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's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013.
- \$120/year.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

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 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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
Paul Strickland	Director & Secretary	Olympia, WA	N/A	N/A	N/A	Sole Director & Officers as of 06/02/2021
Selkirk Global Holdings, LLC- Paul Strickland, Sole Member, Sole Manager	Voting Control Shareholder >5%	Olympia, WA	95,858,282	Pref Series A	95.86%	95.86% total vote

7) Legal/Disciplinary History

A. 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);

-N/A

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;

-N/A

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

-N/A

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.

-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 or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

- On April 2021, the Company announced it had completed a 3(a)10 Court Ordered Settlement Agreement.
- On October 26, 2020, the Company announced it had completed a 3(a)10 Court Ordered Settlement Agreement.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Thomas J. Benner, Esq.

Firm:

Address 1:

Address 2:

Phone: 760-603-1238

Email:

Auditor

Name:

FeiQi

Firm:

FeiQi CPA

Address 1:

Address 2:

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

Phone: _____
Email: fei.qi@feiqicpa.com

Investor Relations

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

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: Rachel Boulds
Firm: _____
Nature of Services: Accounting
Address 1: _____
Address 2: _____
Phone: _____
Email: rachelbouldscpa@hotmail.com

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)³:

Name: Rachel Boulds
Title: Accountant
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: CPA

Provide the following financial statements 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.

- a. Audit letter, if audited;
b. Balance Sheet;
c. Statement of Income;
-

³ 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.

- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

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, Paul Strickland, certify that:

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

November 10, 2023

/s/Paul Strickland [Officer's Signature]

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

Principal Financial Officer:

I, Paul Strickland certify that:

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

November 10, 2023

/s/Paul Strickland [Secretary's Signature]

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

VG LIFE SCIENCES INC
BALANCE SHEETS
(Unaudited)

	September 30, 2023	December 31, 2022
<u>ASSETS</u>		
Current Assets:		
Cash	—	—
Total Current Assets	—	—
Total Assets	\$ —	\$ —
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable	\$ 1,334,400	\$ 1,334,400
Accrued expenses	124,287	123,218
Due to related party	6,173	6,173
Convertible note payable – related party	35,369	19,388
Derivative liability	981,100	972,434
Notes payable	2,075,065	2,161,512
Total Current Liabilities	4,556,394	4,617,125
Stockholders' Deficit:		
Series A Preferred stock, 100,000,000 shares authorized, \$0.0001 par value; 9,715,443 issued and outstanding	972	972
Common stock, 40,000,000,000 shares authorized, \$0.0001 par value; 19,192,891,732 and 17,463,959,720 issued and outstanding, respectively	1,919,290	1,746,397
Additional paid-in capital	110,476,763	110,563,210
Accumulated deficit	(116,953,419)	(116,927,704)
Total Stockholders' Deficit	(4,556,394)	(4,617,125)
Total Liabilities and Stockholders' Deficit	\$ —	\$ —

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

VG LIFE SCIENCES INC
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue:	\$ —	\$ —	\$ —	\$ —
Expenses:				
General and administrative	1,700	3,923	14,683	6,173
Total operating expenses	1,700	3,923	14,683	6,173
Loss from operations	(1,700)	(3,923)	(14,683)	(6,173)
Other Income (Expense):				
Interest expense	(417)	—	(11,447)	—
Derivative gain (expense)	(1,117)	—	415	—
Total other income (expense)	(1,534)	—	(11,032)	—
Net loss before income taxes	(3,234)	(3,923)	(25,715)	(6,173)
Provision for income tax	—	—	—	—
Net Loss	\$ (3,234)	\$ (3,923)	\$ (25,715)	\$ (6,173)
Loss per share - basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding - basic and diluted	18,701,511,055	15,705,67,685	17,894,609,452	8,769,916,560

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

VG LIFE SCIENCES INC
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022
(Unaudited)

	Series A Preferred Stock		Common Stock		Additional Paid-in capital	Accumulated Deficit	Total Stockholder' Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2022	9,715,443	\$ 972	17,463,959,720	\$ 1,746,397	\$ 110,563,210	\$ (116,927,704)	\$ (4,617,125)
Net loss	—	—	—	—	—	(16,028)	(16,028)
Balance, March 31, 2023	9,715,443	972	17,463,959,720	1,746,397	110,563,210	(116,943,732)	(4,598,574)
Net loss	—	—	—	—	—	(6,453)	(6,453)
Balance, June 30, 2023	9,715,443	972	17,463,959,720	1,746,397	110,563,210	(116,950,185)	(4,639,606)
Common stock issued for conversion of debt	—	—	1,728,932,012	172,893	(86,447)	—	86,446
Net loss	—	—	—	—	—	(3,234)	(3,234)
Balance, September 30, 2023	9,715,443	\$ 972	19,192,891,732	\$ 1,919,290	\$ 110,476,763	\$ (116,953,419)	\$ (4,556,394)

	Series A Preferred Stock		Common Stock		Additional Paid-in capital	Accumulated Deficit	Total Stockholder' Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2021	9,715,443	\$ 972	2,768,782,721	\$ 276,879	\$ 110,118,843	\$ (116,869,409)	\$ (6,472,715)
Common stock issued for conversion of debt	—	—	2,350,071,005	235,007	524,849	—	759,856
Net loss	—	—	—	—	—	(2,250)	(2,250)
Balance, March 31, 2022	9,715,443	972	5,118,853,726	511,886	110,643,692	(116,871,659)	(5,715,109)
Common stock issued for conversion of debt	—	—	3,900,156,390	390,016	(16,803)	—	373,213
Net loss	—	—	—	—	—	—	—
Balance, June 30, 2022	9,715,443	972	9,019,010,116	901,902	110,626,889	(116,871,659)	(5,341,896)
Common stock issued for conversion of debt	—	—	10,173,881,618	1,017,388	(115,550)	—	901,838
Net loss	—	—	—	—	—	(3,923)	(3,923)
Balance, September 30, 2022	9,715,443	\$ 972	19,192,891,734	\$ 1,919,290	\$ 110,511,339	\$ (116,875,582)	\$ (4,443,981)

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

VG LIFE SCIENCES INC
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
	2023	2022
Cash Flows from Operating Activities:		
Net loss	\$ (25,715)	\$ (6,173)
Adjustments to reconcile net loss to net cash used by operating activities:		
Derivative expense	(415)	—
Debt discount	10,378	—
Changes in operating assets and liabilities:		
Accrued interest	1,069	—
Net cash used in operating activities	(14,683)	(6,173)
Cash Flows from Investing Activities:	—	—
Cash Flows from Financing Activities:		
Proceeds from related party	—	6,173
Proceeds from convertible note – related party	14,683	—
Net cash provided by financing activities	14,683	6,173
Net Change in Cash	—	—
Cash beginning of period	—	—
Cash end of period	\$ —	\$ —
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	\$ —	\$ —
Income taxes	\$ —	\$ —
NON-CASH TRANSACTIONS		
Common stock issued for conversion of debt	\$ 86,446	\$ 1,913,884

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

VG LIFE SCIENCES INC
Notes to Financial Statements
September 30, 2023
(Unaudited)

NOTE 1 — ORGANIZATION AND OPERATIONS

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). These financial statements and the notes attached hereto should be read in conjunction with the financial statements and notes included in the Company’s financial statements for the year ended December 31, 2022. In the opinion of the Company, all adjustments, including normal recurring adjustments necessary to present fairly the financial position of the Company, as of September 30, 2023, and the results of its operations and cash flows for the three months then ended have been included. The results of operations for the interim period are not necessarily indicative of the results for the full year ending December 31, 2023.

Use of Estimates

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

Stock-based Compensation

In June 2018, the FASB issued ASU 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 allows companies to account for nonemployee awards in the same manner as employee awards. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those annual periods.

Related Party Transactions

Under ASC 850 “Related Party Transactions” an entity or person is considered to be a “related party” if it has control, significant influence or is a key member of management personnel or affiliate. A transaction is considered to be in accordance with ASC 850 presents disclosures about related party transactions and outstanding balances with related parties.

Derivative Financial Instruments

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

Fair Value of Financial Instruments

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

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

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

Basic and Diluted Income (Loss) Per Share

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

Recently Issued Accounting Pronouncements

The Company has implemented all new applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

As of September 30, 2023, the Company has an accumulated deficit and requires substantial additional funds to continue its research and development, to support its operations and to achieve its business development goals, the attainment of which are not assured. The Company has been able to satisfy certain liabilities with convertible indebtedness and common shares and enter into debt settlement arrangements, facilitated by third party financing, with vendors and creditors for substantial amounts of its various financial obligations. Convertible instruments have also been converted into equity. However, substantial indebtedness remains and substantial recurring losses from operations and additional liabilities continue to be incurred.

These factors and uncertainties raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might incur in the event the Company cannot continue in existence. Management has designed plans for sales of the Company's future pharmaceutical related products. Management intends to seek additional capital from new equity securities offerings, from debt financing and debt restructuring to provide funds needed to increase liquidity, fund internal growth and fully implement its business plan.

However, management can give no assurance that these funds will be available in adequate amounts, or if available, on terms that would be satisfactory to the Company.

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

NOTE 4 – DEBT SETTLEMENT

Effective March 25, 2021, the Company entered into a 3(a)10 settlement of its convertible notes which had been assigned to a third party. The Company entered into a note payable agreement to pay an amount of \$5,883,380 in exchange for all of its convertible notes, accrued interest and expenses associated with transaction. During the nine months ended September 30, 2023, common stock was issued for repayment of the note payable in the amount of \$86,446. During the year ended December 31, 2022, common stock was issued for repayment of the note payable in the amount of \$1,913,885. The balance outstanding as of September 30, 2023 and December 31, 2022, is \$2,075,065 and \$2,161,512, respectively.

NOTE 5 – CONVERTIBLE NOTE PAYABLE – RELATED PARTY

On October 10, 2022, the Company issued a \$50,000, 10% convertible promissory note to Selkirk Global Holdings, LLC, (the "Note"). The Note matures October 9, 2023, has a 10% OID and is convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive trading days prior to the date on which the holder elects to convert all or part of the Note. The Note is being funded through the direct payment of Company expenses. As of September 30, 2023, \$32,270 has been used for expenses, plus \$3,270 OID. The derivative liability has been calculated on the total funds advanced plus OID.

NOTE 6 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2022, the Company's management directly paid for various company expenses in the amount of \$6,173. The amount is payable on demand and has no stated interest rate.

NOTE 7 – COMMON STOCK

During the year ended December 31, 2022, the Company issued 14,695,176,999 shares of common stock in conversion of \$1,913,885 of notes payable (Note 5).

During the nine months ended September 30, 2023, the Company issued 1,728,932,012 shares of common stock in conversion of \$86,447 of notes payable (Note 5).

NOTE 8 – PREFERRED STOCK

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

NOTE 9 — SUBSEQUENT EVENTS

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