

SANGUI BIOTECH INTERNATIONAL INC
Form 10QSB
August 27, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarterly period Ended: March 31, 2008; or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period _____ to _____

Commission File Number: 0-21271

SANGUI BIOTECH INTERNATIONAL, INC.

(Exact name of Small Business Issuer as specified in its charter)

Colorado 84-1330732
(State or other Jurisdiction of Incorporation or (I.R.S. Employer Identification No.)
Organization)

Alfred-Herrhausen-Str. 44, 58455 Witten, Germany

(Address of principal executive offices)

011-49-2302-915-204

(Issuer's telephone number, including area code)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that a registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Edgar Filing: SANGUI BIOTECH INTERNATIONAL INC - Form 10QSB

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The number of shares outstanding of the issuer's common stock, no par value, as of August 22, 2008, was
50,000,000

Transitional Small Business Disclosure Format. Yes No

SANGUI BIOTECH INTERNATIONAL, INC.

Report on Form 10-QSB

For the Quarter Ended March 31, 2008

INDEX

	Page
<u>Part I. Financial Information</u>	
<u>Item 1. Consolidated Financial Statements</u>	<u>2</u>
<u>Consolidated Balance Sheets.....</u>	<u>2</u>
<u>Consolidated Statements of Operations and Comprehensive Loss</u>	<u>4</u>
<u>Consolidated Statements of Cash Flows</u>	<u>5</u>
<u>Notes to the Consolidated Financial Statements</u>	<u>6</u>
<u>Item 2. Management's Discussion and Analysis or Plan of Operation</u>	<u>9</u>
<u>Item 3. Controls and Procedures</u>	<u>12</u>
<u>Part II. Other Information</u>	
<u>Item 1. Legal Proceedings</u>	<u>12</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>12</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>12</u>
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	<u>12</u>
<u>Item 5. Other Information</u>	<u>12</u>
<u>Item 6. Exhibits</u>	<u>13</u>
<u>Signatures.....</u>	<u>13</u>

PART I - FINANCIAL INFORMATION

ITEM 1 – CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-QSB pursuant to the rules and regulations of the Securities and Exchange Commission and, therefore, do not include all information and footnotes necessary for a complete presentation of our financial position, results of operations, cash flows, and stockholders' deficit in conformity with generally accepted accounting principles in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the consolidated results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

Our unaudited consolidated balance sheet as of March 31, 2008 and our unaudited consolidated statements of operations for the three month periods ended March 31, 2008 and 2007, and the unaudited consolidated statements of cash flows for the three month periods ended March 31, 2008 and 2007, are attached hereto and incorporated herein by this reference.

SANGUI BIOTECH INTERNATIONAL, INC.
Condensed Consolidated Balance Sheets

ASSETS		
	March 31, 2008 (Unaudited)	June 30, 2007
CURRENT ASSETS		
Cash	\$ 39,367	\$ 18,497
Accounts receivable	27,558	36,387
Inventory	112,319	88,353
Prepaid expenses and other assets	11,252	16,890
Total Current Assets	190,496	160,127
FIXED ASSETS, Net		
Property and equipment	6,476	4,530
Total Fixed Assets	6,476	4,530
OTHER ASSETS		
Tax refunds receivable	30,831	6,218
Other miscellaneous assets	73,170	93,871
Total Other Assets	104,001	100,089
TOTAL ASSETS	\$ 300,973	\$ 264,746

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

SANGUI BIOTECH INTERNATIONAL, INC.
Condensed Consolidated Balance Sheets (Continued)

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	March 31, 2008 (Unaudited)	June 30, 2007
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 501,450	\$ 427,688
Notes payable	1,761,646	113,134
Notes payable - related	-	134,742
Total Current Liabilities	2,263,096	675,564
TOTAL LIABILITIES	2,263,096	675,564
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, no par value; 5,000,000 shares authorized, -0- shares issued and outstanding		
	-	-
Common stock, no par value; 50,000,000 shares authorized, 50,000,000 shares issued and outstanding		
	18,969,358	18,969,358
Additional paid-in capital	1,958,376	1,958,376
Treasury stock	-	-
Accumulated other comprehensive income	298,993	1,147,882
Accumulated deficit	(23,188,850)	(22,486,434)
Total Stockholders' Equity (Deficit)	(1,962,123)	(410,818)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 300,973	\$ 264,746

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

SANGUI BIOTECH INTERNATIONAL, INC.
Condensed Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended March 31,		For the Nine Months Ended March 31,	
	2008	2007	2008	2007
REVENUES	\$ 2,378	\$ 211,438	\$ 10,184	\$ 347,755
COST OF SALES	4,459	135,031	6,804	254,900
GROSS PROFIT	(2,081)	76,407	3,380	92,855
OPERATING EXPENSES				
Research and development	50,547	41,100	185,415	93,245
Depreciation and amortization	875	6,333	2,981	20,340
General and administrative	172,649	162,954	472,102	478,442
Total Operating Expenses	224,071	210,387	660,498	592,027
OPERATING LOSS	(226,152)	(133,980)	(657,118)	(499,172)
OTHER INCOME (EXPENSE)				
Interest income	102	-	102	90
Interest expense	(17,770)	(5,953)	(45,400)	(16,094)
Other income (loss)	-	140	-	29,045
Total Other Income (Expense)	(17,668)	(5,813)	(45,298)	13,041
NET LOSS	(243,820)	(139,793)	(702,416)	(486,131)
OTHER COMPREHENSIVE INCOME				
	(84,658)	120,969	848,889	543,257

Edgar Filing: SANGUI BIOTECH INTERNATIONAL INC - Form 10QSB

Foreign currency translation adjustments				
Unrealized gain on marketable securities	-	-	-	-
Total Other Comprehensive Income	(84,658)	120,969	848,889	543,257
COMPREHENSIVE INCOME (LOSS)	\$ (328,478)	\$ (18,824)	\$ 146,473	\$ 57,126
BASIC AND DILUTED LOSS PER SHARE	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	50,000,000	50,000,000	50,000,000	50,000,000

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

SANGUI BIOTECH INTERNATIONAL, INC.
Consensed Statements of Cash Flows
(Unaudited)

	For the Nine Months Ended March 31,	
	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (702,416)	\$ (486,131)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation, depletion and amortization	2,981	28,351
Common stock issued for services	-	-
Changes in operating assets and liabilities		
Decrease in accounts receivable	8,829	(9,273)
Decrease (Increase) in inventory	(23,966)	(7,022)
Decrease in prepaid expenses and other assets	5,638	(33,513)
(Increase) decrease in other assets	(3,912)	-
Increase in accounts payable and accrued expenses	73,762	50,518
Net Cash Used by Operating Activities	(639,084)	(457,070)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(4,927)	(21,416)
Net Cash Used by Investing Activities	(4,927)	(21,416)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	1,648,512	(58,988)
Repayment of notes payable - related	(134,742)	-
Sale of common stock for cash	-	-
Net Cash Provided by Financing Activities	1,513,770	(58,988)
EFFECT OF EXCHANGE RATE CHANGES	(848,889)	543,257
NET DECREASE IN CASH	20,870	5,783

CASH AT BEGINNING OF PERIOD	18,497	24,548
CASH AT END OF PERIOD	\$ 39,367	\$ 30,331
SUPPLIMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID FOR:		
Interest	\$ -	\$ -
Income Taxes	\$ -	\$ -
NON CASH FINANCING ACTIVITIES:		
Common stock issued for debt	\$ -	\$ -

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

SANGUI BIOTECH INTERNATIONAL, INC.
Notes to the Condensed Consolidated Financial Statements

NOTE 1 - BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared without audit in accordance with accounting principles generally accepted in the United States of America for interim financial information. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. The unaudited consolidated financial statements and notes should, therefore, be read in conjunction with the consolidated financial statements and notes thereto in the Company's Form 10-KSB for the year ended June 30, 2007. In the opinion of management, all adjustments (consisting of normal and recurring adjustments) considered necessary for a fair presentation, have been included. The results of operations for the three-month period ended March 31, 2008 are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2008.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Sangui Biotech International, Inc., incorporated in Colorado in 1995, and its wholly owned subsidiaries, Sangui Biotech, Inc., SanguiBioTech AG, GlukoMediTech AG, and Sangui BioTech PTE Ltd., (collectively, the "Company") have been engaged in the research, development, manufacture, and sales of medical and cosmetic products.

On June 30, 2003, GlukoMediTech AG ("Gluko AG") was merged into Sangui BioTech AG ("Sangui AG"). Effective November 4, 2003, Sangui AG was converted into Sangui BioTech GmbH (Sangui GmbH). After completion of the restructuring, Sangui GmbH, which is headquartered in Witten, Germany, is engaged in the development of artificial oxygen carriers (external applications of hemoglobin, blood substitutes and blood additives) as well as in the development of glucose implant sensors.

The operations of Sangui BioTech, Inc. and Sangui BioTech PTE Ltd Singapore, two former wholly-owned subsidiaries, were discontinued and dissolved during 2002.

The operations of Sangui BioTech, Inc. ("Sangui USA") were discontinued during 2002 upon the sale of its in vitro immunodiagnostics business and the subsequent merger of Sangui USA with and into the parent company, Sangui BioTech International, Inc., effective December 31, 2002. Sangui BioTech PTE Ltd ("Sangui Singapore") was a regional office for the Company that carried out research and development projects in conjunction with Sangui GmbH and Sangui Singapore. The Company discontinued the operations of Sangui Singapore in August 2002. The Singapore office was closed effective December 31, 2002.

Consolidation

The consolidated financial statements include the accounts of Sangui BioTech International, Inc. and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

SANGUI BIOTECH INTERNATIONAL, INC.
Notes to the Condensed Consolidated Financial Statements

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign Currency Translation

Assets and liabilities of the Company's foreign operations are translated into U.S. dollars at period-end exchange rates. Net exchange gains or losses resulting from such translation are excluded from net loss but are included in comprehensive income (loss) and accumulated in a separate component of stockholders' equity. Income and expenses are translated at weighted average exchange rates for the period.

Risk and Uncertainties

The Company's line of future pharmaceutical products (artificial oxygen carriers or blood substitute and additives) and in vivo biosensors (glucose implant sensor) being developed by Sangui GmbH, are deemed as medical devices or biologics, and as such are governed by the Federal Food and Drug and Cosmetics Act and by the regulations of state agencies and various foreign government agencies. The pharmaceutical and biosensor products, under development in Germany, will be subject to more stringent regulatory requirements, because they are in vivo products for humans. The Company and its subsidiaries have no experience in obtaining regulatory clearance on these types of products. Therefore, the Company will be subject to the risks of delays in obtaining or failing to obtain regulatory clearance.

Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business. The Company has accumulated deficit of \$23,188,850 as of March 31, 2008 and has been significantly reducing its working capital since June 30, 2004. The Company incurred a net loss applicable to common stockholders of \$702,416 during the nine months ended March 31, 2008 and used cash in operating activities of \$639,084 for the nine months ended March 31, 2008. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company expects to continue to incur significant capital expenses in pursuing its business plan to market its products and expand its product line, while obtaining additional financing through stock offerings or other feasible financing alternatives. In order for the Company to continue its operations at its existing levels, the Company will require significant additional funds over the next twelve months. Therefore, the Company is dependent on funds raised through equity or debt offerings. Additional financing may not be available on terms favorable to the Company, or at all. If these funds are not available the Company may not be able to execute its business plan or take advantage of business opportunities. The ability of the Company to obtain such additional financing and to achieve its operating goals is uncertain. In the event that the Company does not obtain additional capital or is not able to increase cash flow through the increase of sales, there is a substantial doubt of its being able to continue as a going concern. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Cash and Cash Equivalents

The Company maintains its cash in bank accounts in Germany. Cash and cash equivalents include time deposits for which the Company has no requirements for compensating balances. The Company has not experienced any losses in its uninsured bank accounts. At March 31, 2008 the Company had no cash equivalents.

SANGUI BIOTECH INTERNATIONAL, INC.
Notes to the Condensed Consolidated Financial Statements

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition

Revenue is recognized when the sales amount is determined, shipment of goods to the customer has occurred and collection is reasonably assured. Product is shipped FOB origination.

Research and Development

Research and development costs are charged to operations as they are incurred. Legal fees and other direct costs incurred in obtaining and protecting patents are expensed as incurred.

Basic and Diluted Earnings (Loss) Per Common Share

Basic earnings (loss) per common share is computed by dividing income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period of computation. Diluted earnings (loss) per share gives effect to all potential dilutive common shares outstanding during the period of compensation. The computation of diluted earnings (loss) per share does not assume conversion, exercise or contingent exercise of securities that would have an antidilutive effect on earnings. As of March 31, 2008, the Company had no potentially dilutive securities that would affect the loss per share if they were to be dilutive.

Comprehensive Income (Loss)

Total comprehensive income (loss) represents the net change in stockholders' equity during a period from sources other than transactions with stockholders and as such, includes net earnings (loss). For the Company, the components of other comprehensive income (loss) are the changes in the cumulative foreign currency translation adjustments and unrealized gains (losses) on marketable securities and are recorded as components of stockholders' equity.

NOTE 3 - COMMITMENTS AND CONTINGENCIES

Litigation

The Company may, from time to time, be involved in various legal disputes resulting from the ordinary course of operating its business. Management is currently not able to predict the outcome of any such cases. However, management believes that the amount of ultimate liability, if any, with respect to such actions will not have a material effect on the Company's financial position or results of operations.

Indemnities and Guarantees

During the normal course of business, the Company has made certain indemnities and guarantees under which it may be required to make payments in relation to certain transactions. These indemnities include certain agreements with the Company's officers, under which the Company may be required to indemnify such person for liabilities arising out of their employment relationship. The duration of these indemnities and guarantees varies and, in certain cases, is indefinite. The majority of these indemnities and guarantees do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated to make significant payments for these obligations and no liabilities have been recorded for these indemnities and guarantees in the accompanying consolidated balance sheet.

NOTE 3 – PROMISSORY NOTES

As of March 31, 2008, the Company had \$1,621,197 in outstanding promissory notes payable. These notes are convertible into common stock at conversion rates of 0.09 to 0.13 and bear interest at a rate of 5.0 percent per annum.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-looking Statements

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the related notes thereto included elsewhere in this quarterly report. Some of the information in this quarterly report contains forward-looking statements, including statements related to anticipated operating results, margins, growth, financial resources, capital requirements, adequacy of the Company's financial resources, trends in spending on research and development, the development of new markets, the development, regulatory approval, manufacture, distribution, and commercial acceptance of new products, and future product development efforts. Investors are cautioned that forward-looking statements involve risks and uncertainties, which may affect our business and prospects, including but not limited to, the Company's expected need for additional funding and the uncertainty of receiving the additional funding, changes in economic and market conditions, acceptance of our products by the health care and reimbursement communities, new development of competitive products and treatments, administrative and regulatory approval and related considerations, health care legislation and regulation, and other factors discussed in our filings with the Securities and Exchange Commission.

GENERAL

The Company's mission is the development of novel and proprietary pharmaceutical, medical and cosmetic products. The Company develops its products through its wholly owned German subsidiary Sangui GmbH. The Company is seeking to market and sell some or all of their products through partnerships with industry partners.

The focus of Sangui GmbH has been the development of oxygen carriers capable of providing oxygen transport in humans in the event of acute and/or chronic lack of oxygen due to arterial occlusion, anaemia or blood loss whether due to surgery, trauma, or other causes. Sangui GmbH has thus far focused its development and commercialization efforts of such artificial oxygen carriers by reproducing and synthesizing polymers out of native hemoglobin of defined molecular sizes. Sangui GmbH, has in addition developed external applications of oxygen transporters in the medical and cosmetic fields in the form of gels and emulsions for the regeneration of the skin

Sangui GmbH holds the exclusive distribution rights for Chitoskin wound pads in the European Union and various other countries. Sangui GmbH has filed a patent cooperation treatment applications ("PCT") for the production and use of improved Chitoskin wound pads using gelatine instead of collagen as the carrier substance.

Artificial Oxygen Carriers

Sangui GmbH develops several products based on polymers of purified natural porcine hemoglobin with oxygen carrying abilities that are similar to native hemoglobin. These are (1) oxygen carrying blood additives and (2) oxygen carrying blood volume substitutes.

In December 1997, Sangui GmbH decided that porcine hemoglobin should be used as the basic material for its artificial oxygen carriers. In March 1999, Sangui GmbH decided which hemoglobin hyperpolymer would go into preclinical investigation and that glutaraldehyde would be utilized as a cross linker, and further that the polymer hemoglobin be chemically masked to prevent protein interaction in blood plasma. The fine adjustment of the molecular formula of the artificial oxygen carriers - optimized for laboratory scale production - was finalized in the summer of 2000.

The experiments completed in Sangui GmbH's laboratories demonstrated that it is possible to polymerize hemoglobins isolated from porcine blood resulting in huge soluble molecules, so-called hyperpolymers. In August

2000, Sangui GmbH finalized its work on the pharmaceutical formulation of the oxygen carrier for laboratory scale. In February 2001 a pilot production in a laboratory scale was carried out in SGBI's clean room. The resulting product was applied in single volunteers in pilot self-experiments.

The blood additives and blood substitute projects were halted in 2003 due to the lack of financing for the pre-clinical test phase of the blood additives. In October 2006, subsequent to the period covered by this report, a contract was entered into between Sangui GmbH and ERC Nano Med S.A. de C.V. of Monterrey, Mexico ("ERC"), which provides that ERC will establish a production facility in Mexico to produce sufficient quantities of the blood additive. In cooperation with the medical faculty of Monterrey University and the Mexican National Health Organizations, ERC will initiate all necessary steps to begin the pre-clinical test phase for the products as soon as possible. It is anticipated that this will lead to the FDA authorization process in due course.

According to regulatory requirements, all drugs must complete preclinical and clinical trials before approval (e.g. Federal Drug Administration approval) and market launch. The Company's management believes that the European and FDA approval process will take at a minimum several years to complete.

Nano Formulations for the Regeneration of the Skin

Healthy skin is supplied with oxygen both from the inside as well as through diffusion from the outside. A lack of oxygen will cause degenerative alterations, ranging from premature aging, to surface damage, and even as extensive as causing open wounds. The cause for the lack of oxygen may be a part of the normal aging process, but it may also be caused by burns, radiation, trauma, or a medical condition. Impairment of the blood flow, for example caused by diabetes mellitus or by chronic venous insufficiency, can also lead to insufficient oxygen supply and the resulting skin damage.

The nano-emulsion-based preparations now being sold by Sangui GmbH have been designed to supporting the regeneration of the skin by improving its oxygen supply. The products Sangui GmbH are currently focusing on are an anti-aging formulation and treatment and an anti-cellulite formulation for the cosmetics market. The products were thoroughly tested by an independent research institute and received top marks for skin moisturization, and enhanced skin elasticity, respectively.

Sangui's cosmetic business model is reliant upon cooperation with its manufacturing and distribution partners. Sangui has its various formulations produced by a contract manufacturer and sells quantities of the products either in bulk or in customized private label packaging, as requested. In addition, Sangui started to sell its cosmetic products under its own brand "Pure MO2isture" via an internet shop as of mid September, 2006 which generates consistent sales, albeit at a low level.

Sales of the anti-cellulite products started in August 2005 via two German TV shop programs. Sales of the anti-cellulite products via the two German TV shop programs have been flat thus far this fiscal year. Additionally, distribution partners in Argentina and Mexico have purchased launch quantities in November 2005, and July 2006, respectively.

Chitoskin Wound Pads

In March 2005, SanguiBioTech GmbH was awarded the CE mark for their Chitoskin Wound Pad product. The CE mark authorizes the company to distribute and sell this medical product in the member countries of the European Union. At the same time Sangui GmbH successfully passed the ISO 9001:2000 (General Quality Management System) and ISO 13485:2003 (Quality Management System Medical Products) audits, and obtained the respective certifications. The "Chitoskin" trademark was granted to the company for the European countries effective November 1, 2004.

Karl Beese GmbH, a leading German vendor and distributor of hospital supplies began marketing and distributing the wound pad product in August 2005, and has placed several subsequent orders with the company. In addition, Karl Beese delivered large quantities of the wound pad product to a Czech distribution partner through summer 2006.

FINANCIAL POSITION

The Company's current assets increased approximately \$30,369, or 19%, from June 30, 2007 to approximately \$190,496 at March 31, 2008. The increase is primarily attributable to small increase in cash and inventory.

The Company's net property and equipment increased approximately \$1,946, or 43% from June 30, 2007 to approximately \$6,476 at March 31, 2008. The increase is primarily attributable to purchases of small office equipment items, partially offset by current period depreciation.

The Company funded its operations primarily through its existing cash reserves and cash received from the issuance of promissory notes. The Company's stockholders' deficit increased approximately \$1,551,305. The primary factor

behind this increase was the Company's issuance of \$1,648,512 in promissory notes.

RESULTS OF OPERATIONS

Three months ended March 31, 2008 and 2007:

REVENUES - The Company's revenues decreased 99% to \$2,378 during the three months ended March 31, 2008, as compared to the comparable period in 2007. Cost of sales decreased 97% to \$4,459 as compared to the comparable period in 2007. These decreases were primarily the result of an increased emphasis on research and development, coupled with a decreased emphasis on generating new sales markets.

RESEARCH AND DEVELOPMENT - Research and development expenses increased \$9,447 to approximately \$50,547 in 2008 from approximately \$41,100 in 2007. The increase is mainly attributed to the Company seeking to expand its product base to meet the demands of new and emerging markets. The Company is seeking additional sources to provide financing for additional research and development.

GENERAL AND ADMINISTRATIVE - General and administrative expenses increased 6% to approximately \$172,649 in 2008 from approximately \$162,954 in 2007. This increase is mainly attributed to the ongoing refocusing program, and an expansion into new emerging sales markets.

DEPRECIATION AND AMORTIZATION - Depreciation decreased \$5,458 to approximately \$875 in 2008 from approximately \$6,333 in 2007. This decrease is mainly attributed to the ongoing restructuring of Sangui GmbH.

NET LOSS. As a result of the above factors, the Company's consolidated net loss was approximately \$243,820, or approximately \$(0.00) per common share, for the three months ended March 31, 2008, compared to approximately \$139,793, or \$0.00 per common share, during the comparable period in 2007.

Nine months ended March 31, 2008 and 2007:

REVENUES - The Company's revenues decreased 97% to \$10,184 during the nine months ended March 31, 2008, as compared to the comparable period in 2006. Cost of sales decreased 97% to \$6,804 as compared to the comparable period in 2007. These decreases were primarily the result an increased emphasis on research and development.

RESEARCH AND DEVELOPMENT - Research and development expenses increased \$92,170 to approximately \$185,415 in 2008 from approximately \$93,245 in 2007. The increase is mainly attributed to the Company seeking to expand its product base to meet the demands of new and emerging markets. The Company is seeking additional sources to provide financing for additional research and development.

GENERAL AND ADMINISTRATIVE - General and administrative expenses decreased 1% to approximately \$472,102 in 2008 from approximately \$478,442 in 2007. This insignificant decrease is primarily attributable to the fact that the Company continues to progress toward planned principal operations.

DEPRECIATION AND AMORTIZATION - Depreciation decreased \$17,359 to approximately \$2,981 in 2008 from approximately \$20,340 in 2007. This decrease is mainly attributed to the ongoing restructuring of Sangui GmbH.

NET LOSS. As a result of the above factors, the Company's consolidated net loss was approximately \$702,416, or approximately \$0.01 per common share, for the nine months ended March 31, 2008, compared to approximately \$486,131, or \$0.01 per common share, during the comparable period in 2007.

LIQUIDITY AND CAPITAL RESOURCES

For the nine months ended March 31, 2008, net cash used in operating activities increased to approximately \$639,084, from approximately \$457,070 in the corresponding period in 2007, primarily related to an increase in the Company's consolidated net loss as a result of the ongoing refocusing program.

The Company had a working capital deficit of approximately \$2,072,600 at March 31, 2008, an increase of approximately \$1,557,163 from June 30, 2007 due primarily to the Company's net loss for the nine-month period, as well as a significant increase in promissory notes payable. At March 31, 2008, the Company had cash of approximately \$39,367. The Company will need substantial additional funding to fulfill its business plan and the Company intends to explore financing sources for its future development activities. No assurance can be given that these efforts will be successful.

ITEM 3 - CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures. Our principal executive officer and principal financial officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Exchange Act), as of a date within 90 days of the filing date of this Quarterly Report on Form 10-QSB. Based on such evaluation, they have concluded that as of such date, our disclosure controls and procedures were not efficient enough to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms. Our principal executive officer and principal financial officer are currently working to streamline our disclosure controls and procedures, so as to adequately comply with such SEC rules and forms.

(b) Changes in internal controls. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of evaluation by our principal executive officer and principal financial officer.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

The Company is not aware of pending claims or assessments which may have a material adverse impact on the Company's financial position or results of operations.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

None.

ITEM 5 - OTHER INFORMATION

Resignation of Dr. Wolfgang Barnikol from positions of Chief Executive Officer and Chief Financial Officer

On March 30, 2008, Dr. Wolfgang Barnikol amicably resigned as the Company's Chief Executive Officer and Chief Financial Officer effective subsequent to the period covered by this report on April 3, 2008. Dr. Barnikol's resignation was not due to any disagreement with the Company. Dr. Barnikol remains a Director.

Appointment of Thomas Striepe as Chief Executive Officer

Subsequent to the period covered by this report, on April 8, 2008, the Board of Directors appointed Thomas Striepe to serve as Chief Executive Officer of the Company. He is a current Director of the Company. Mr. Striepe is the Vice President of Accounting and Controlling at Feedback AG, Hamburg, Germany, a financial services company. Prior to joining in 2004, he held management positions in the accounting departments of several German and international corporations. He holds an MBA from Hamburg University. Mr. Striepe does not have an employment agreement with the Company nor have the terms of a severance agreement with the Company been finalized.

Mr. Striepe has no family relationships with any other director or executive officer of the Company or any person nominated to become a director or executive officer of the Company. There are no arrangements or understandings between any of the directors or executive officers, or any other person or person pursuant to which they were selected as directors and/or officers.

Appointment of Joachim Fleing as Chief Financial Officer

Subsequent to the period covered by this report, on April 8, 2008, the Board of Directors appointed Joachim Fleing to serve as Chief Financial Officer of the Company. He is a current Director of the Company. Mr. Fleing is a communications specialist. His professional experience includes the position of a communications officer and the position as an account director at an international PR agency. Mr. Fleing holds a PhD from Wuppertal University. Mr. Fleing does not have an employment agreement with the Company, nor have the terms of any severance agreement with the Company been finalized and are thus not yet available.

Mr. Fleing has no family relationships with any other director or executive officer of the Company or any person nominated to become a director or executive officer of the Company. There are no arrangements or understandings between any of the directors or executive officers, or any other person or person pursuant to which they were selected as directors and/or officers.

Entry into Letter of Intent with HemCon

Subsequent to the period covered by this report, on April 15, 2008 the Company signed a letter of intent with HemCon Medical Technologies, Inc. to develop technology relating to Chitosan wound care products. The Company will license exclusive worldwide sales and marketing rights in exchange for HemCon managing the submission of the Chitosan wound care products to the United States Food and Drug Administration.

Sale of Capital Securities in Wholly Owned Subsidiary

Subsequent to the period covered by this report, on April 25, 2008 the Company entered into letters of intent with various European investors to sell 10% of the capital securities of its wholly owned subsidiary, Sangui BioTech GmbH, for approximately 722,000 Euros. Payments for the purchase were received in their entirety by the Company by May 16, 2008. The closing of this transaction is subject to German Law and is anticipated to be complete within eight weeks of filing with the German Register of Commercial Companies scheduled for June 11, 2008 in Witten Germany.

One of the investors in this transaction is the current Managing Director of the wholly owned subsidiary; he is receiving his ownership interest in consideration of past services rendered for the Company in the amount of 50,000 Euros.

ITEM 6 - EXHIBITS

- Exchange Agreement between MRC Legal
- 2.1 Services LLC and SanguiBioTech International, Inc., dated of March 31, 2000 (1)
- 3.1 Articles of Incorporation of the Company (1)
- 3.2 Bylaws of the Company (1)
- Stock Option Agreement between Professor
- 4.1 Wolfgang Barnikol and Sangui Biotech International, Inc. dated November 3, 1999 (2)
- Office Lease between Brookhollow Office
- 10.1 Park and Sangui Biotech International, Inc. dated September 4, 1996 and as amended 2000 (2)
- Fee Agreement between GlukoMeditech AG
- 10.2 and Dr. Sieglinde Borchert dated June 15, 1998 (2)
- Fee Agreement between SanguiBiotech AG
- 10.3 and Dr. Sieglinde Borchert dated June 15, 1998 (2)
- Service Contract between GlukoMeditech AG
- 10.4 and Dr. Wolfgang Barnikol dated June 30, 1998 (2)
- Service Contract between SanguiBiotech AG
- 10.5 and Dr. Wolfgang Barnikol dated June 30, 1998 (2)
- Service Agreement between Axel Kleinkorres
- 10.6 Promotionsagentur and Sangui Biotech International, Inc. dated April 26, 1999 (2)
- Amendment to Service Agreement between
- 10.7 Axel Kleinkorres Promotionsagentur and Sangui Biotech International, Inc. dated August 18, 2000 (2)
- Appropriation Notice from
- 10.8 North-Rhine-Westphalia to GlukoMediTech AG dated November 30, 1998 (2)
- Appropriation Notice from
- 10.9 North-Rhine-Westphalia SanguiBiotech AG

- dated November 30, 1998 (2)
Lease Contract for Business Rooms between
10.10 Research and Development Centre, Witten,
Germany and GlukoMeditech AG dated June
6, 2000 (2)
Additional Agreement to Lease Contract
10.11 between Research and Development Centre,
Witten, Germany and GlukoMeditech AG
dated June 7, 2000 (2)
Additional Agreement to Lease Contract
10.12 between Research and Development Centre,
Witten, Germany and SanguiBiotech AG dated
June 7, 2000 (2)
10.13 Assignment of Patents and Royalty Agreement
with Dr. Wolfgang Barnikol (3)
10.14 Prolongation Letter for SanguiBiotech AG
Grants (4)
16.1 Auditor Letter from HJ & Associates, LLC (5)
21.1 Subsidiaries of the Company (6)
31.01 Certification of CEO Pursuant to Rule
13a-14(a) and 15d-14(a), filed herewith
31.02 Certification of CFO Pursuant to Rule
13a-14(a) and 15d-14(a), filed herewith
32.01 Certification Pursuant to Section 1350 of Title
18 of the United States Code, filed herewith

(1) Filed as an exhibit to the report on Form 8-K, filed on or about April 4, 2000

(2) Filed as an exhibit to the report on Form 10-KSB for period ended June 30, 2000, filed on October 13, 2000

(3) Filed as an exhibit to the amended report on Form 10-KSB/A for the period ended June 30, 2000, filed on November 20, 2000

(4) Filed as an exhibit to the report on Form 10-KSB for the period ended June 30, 2001, filed on September 28, 2001

(5) Filed as an exhibit to the report on Form 8-K/A filed on October 9, 2007

(6) Filed as an exhibit to the report on Form 10-QSB for the period ended September 30, 2006, filed on June 10, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SANGUI BIOTECH INTERNATIONAL, INC.

Dated: August 25, 2008 /s/ Thomas Striepe

By: Thomas Striepe

Chief Executive Officer

Dated: August 25, 2008 /s/ Joachim Fleing

By: Joachim Fleing
Chief Financial Officer

13