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SANGUI BIOTECH INTERNATIONAL INC
Form 10QSB
November 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2003
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-21271

SANGUI BIOTECH INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

COLORADO
(State or other jurisdiction of
incorporation or organization)

84-1330732
(I.R.S. Employer
Identification No.)

Alfred-Herrhausen-Str. 44
58455 Witten
Germany

(Address of Principal Executive Offices) (Zip Code)
Registrant's Telephone Number, Including Area Code: 011-49-2302-915-204

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate the number of shares outstanding of each of the issuer's class of common stock, as of the latest practicable date:

Title of each class of Common Stock	Outstanding at October 31, 2003
Common Stock, no par value	40,655,363

Transitional Small Business Disclosure Format

(Check one);

Yes No

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SANGUI BIOTECH INTERNATIONAL, INC.

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SANGUI BIOTECH INTERNATIONAL, INC. CONSOLIDATED BALANCE SHEET

ASSETS

	SEPTEMBER 30, 2003 (UNAUDITED)

Current assets	
Cash and cash equivalents	\$ 581,734
Available for sale securities	811,177
Taxes receivable	179,525
Prepaid expenses and other assets	79,486

Total current assets	1,651,922
Property and equipment-net	134,580
Patents and licenses-net	17,383

Total assets	\$1,803,885 =====

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LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable and accrued expenses	\$	122,552
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Commitments and contingencies

Stockholders' equity

Preferred stock, no par value; 5,000,000 shares authorized, no shares issued and outstanding		--
Common stock, no par value, 50,000,000 shares authorized, 40,655,363 shares issued and outstanding		18,345,491
Additional paid-in capital		2,000,000
Accumulated other comprehensive income		504,154
Accumulated deficit		(19,168,312)

Total stockholders' equity		1,681,333
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Total liabilities and stockholders' equity	\$	1,803,885
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The accompanying notes are an integral part of these financial statements.

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SANGUI BIOTECH INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

FOR THE
THREE MONTHS ENDED
SEPTEMBER 30,
(UNAUDITED)

	2003	2002
	-----	-----
Revenues	\$ --	\$ --
Operating expenses:		
Research and development	184,107	229,706
General and administrative	211,218	274,602
Depreciation and amortization	30,970	45,595
	-----	-----
Total operating expenses	426,295	549,903
Other income:		
Interest income	7,916	15,141
Other income	4,324	47,112
	-----	-----
Total other income	12,240	62,253
Loss from continuing operations	(414,055)	(487,650)
Loss from discontinued operations	--	(47,059)

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Net loss	(414,055)	(534,709)
Other comprehensive income (loss):		
Foreign currency translation adjustments	(661)	(209,224)
Unrealized gain (loss) on marketable securities	12,109	(61,646)
Comprehensive loss	\$ (402,607)	\$ (805,579)
Loss available to common stockholders per common share - basic and diluted:		
Loss from continuing operations	\$ (0.01)	\$ (0.01)
Loss from discontinued operations	\$ --	\$ --
Net loss	\$ (0.01)	\$ (0.01)
Basic and diluted weighted average number of common shares outstanding	40,655,363	40,655,363

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

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SANGUI BIOTECH INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	THRE S
	2003
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	\$ (414,055)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization	30,977
Realized gains on sale of marketable securities	-
Realized gain on sale of assets of discontinued operations	-
Loss on impairment of assets	-
Changes in operating assets and liabilities:	
Accounts receivable	-
Inventories	-
Grant receivable	-
Taxes receivable	3,297
Prepaid expenses and other assets	11,937
Accounts payable and accrued expenses	(3,267)
Net cash used in operating activities	(371,125)
CASH FLOWS FROM INVESTING ACTIVITIES:	
Increase in marketable securities	-
Maturities of marketable securities	-

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Purchase of property and equipment	(1,83

Net cash provided by (used in) investing activities	(1,83

Effect of exchange rate changes	(1,84

Net decrease in cash and cash equivalents	(374,79
Cash and cash equivalents, beginning of period	956,53

Cash and cash equivalents, ending of period	\$ 581,73
	=====
Supplemental disclosures:	
Cash paid during the period for:	
Interest	\$ -
	=====
Income taxes	\$ -
	=====

During the quarter ended September 30, 2002, the Company recorded a note receivable for \$60,000 from the sale of inventory and equipment related to its discontinued operations, which is recorded in prepaid expenses and other assets.

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

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SANGUI BIOTECH INTERNATIONAL, INC.
Notes to Consolidated Financial Statements (Unaudited)

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 and with the instructions to Form 10-QSB and Item 301 of Regulation S-B. 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, 2003. 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 September 30, 2003 are not indicative of the results that may be expected for the full fiscal year ending June 30, 2004.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Sangui BioTech International, Inc., incorporated in Colorado in 1995, and its

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subsidiaries (collectively, the ("Company")) have been engaged in the research, development, manufacture, and sales of medical products.

SanguiBioTech AG ("Sangui AG"), the Company's German subsidiary, is engaged in the development of artificial oxygen carriers (external applications of hemoglobin, blood substitute and blood additives) as well as in the development of glucose implant sensors. On June 30, 2003, GlukoMediTech AG, the Company's German subsidiary, was merged into Sangui AG.

The operations of Sangui BioTech, Inc. ("Sangui USA"), a wholly owned subsidiary of the Company, were discontinued during 2002.

The operations of Sangui Singapore, incorporated in Singapore in 1999 as a regional office for the Company, were discontinued during 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. Certain amounts in the three months ended September 30, 2002 have been reclassified to conform to the three months ended September 30, 2003 presentation. These reclassifications have no effect on the previously reported net loss.

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 and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the respective reporting period. Actual results could differ from those estimates. Significant estimates made by management are, among others, the realization of receivables, long-lived assets, and valuation allowance on deferred tax assets.

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 AG, 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.

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 \$19,168,312 as of September 30, 2003 and has been significantly reducing its working capital since

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June 30, 2003. The Company's management believes, based on its current operating plan, that its current cash and highly liquid marketable securities totaling approximately \$1.4 million at September 30, 2003, are sufficient to fund the Company's operations and working capital requirements at least through September 30, 2004. There are no assurances, however, that the Company will generate sufficient cash flows from operations or complete any sales or financing transactions or, even if such transactions are completed, have sufficient funds to execute its intended business plan over an extended period of time. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

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.

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.

Marketable Securities

Marketable securities are classified as available-for-sale. Unrealized gains and losses are excluded from net loss and are reported as a separate component of accumulated other comprehensive income in stockholders' equity. Realized gains and losses are included in other income and are determined based on the specific identification of the securities bought and sold (see Note 3).

Revenue Recognition

Revenues from product sales are recognized at the time of shipment.

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 Loss Per Common Share

Basic loss per common share is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding during the period of computation. Diluted loss per share gives effect to all potential dilutive common shares outstanding during the period of compensation. The computation of diluted loss per share does not assume conversion, exercise or contingent exercise of securities that would have an antidilutive effect on earnings. As of September 30, 2003 and 2002, the Company had no potentially dilutive securities that would effect 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.

Segments of an Enterprise and Related Information

The Company applies Statement of Financial Accounting Standards ("SFAS") No. 131, "Disclosures about Segments of an Enterprise and Related Information". SFAS No. 131 establishes standards for the way public companies report information about segments of their business in their annual financial statements and requires them to report selected segment information in their quarterly reports issued to shareholders. It also requires entity-wide disclosures about the products and services an entity provides, the material countries in which it holds assets and reports revenues and its major customers (see Note 6).

New Accounting Pronouncements

In May 2003, the Financial Accounting Standards Board ("FASB") issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity". SFAS No. 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. It is to be implemented by reporting the cumulative effect of a change in an accounting principle for financial instruments created before the issuance date of SFAS No. 150 and still existing at the beginning of the interim period of adoption. Restatement is not permitted. The adoption of SFAS No. 150 did not have a material effect on the Company's consolidated financial statements.

NOTE 3 - AVAILABLE FOR SALE SECURITIES

Available for sale securities consist of the following at September 30, 2003:

	Cost	Fair market value	Unrealized Gain
Corporate bonds due within one year	\$680,612	\$811,177	\$130,565
	=====	=====	=====

NOTE 4 - DISCONTINUED OPERATIONS

Sangui USA manufactured in vitro immunodiagnostic blood test kits that were primarily sold in the United States and Europe. The Company decided to discontinue the in vitro immunodiagnostics business in August 2002, sold Sangui USA's inventory and property and equipment to an unrelated party for \$60,000, and closed the facility. The sale resulted in a gain of \$16,980 which is included as part of loss from discontinued operations in the accompanying

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statements of operations for the three months ended September 30, 2002. In July 2002, the Company received \$100,000 as part of an agreement to cease manufacturing and selling certain blood test kits which is included in loss from discontinued operations in the accompanying statements of operations for the three months ended September 30, 2002. The Company decided to discontinue the operations of Sangui Singapore in August 2002, recorded an impairment loss on property and equipment of \$106,927, and closed the facility effective December 31, 2002.

Components of amounts reflected in the accompanying consolidated statements of operations and comprehensive loss for the three months ended September 30, 2002 are presented below:

	2002		
	Sangui USA	Sangui Singapore	Total
	-----	-----	-----
Sales	\$ 138,542	\$ --	\$ 138,542
Cost of sales	94,747	--	94,747
Operating expenses	76,060	24,487	100,907
	-----	-----	-----
Loss from continuing operations	(32,265)	(24,487)	(57,112)
Other income	116,980	--	116,980
Impairment of assets	--	(106,927)	(106,927)
	-----	-----	-----
Income(loss) from discontinued operations	\$ 84,715	\$ (131,774)	\$ (47,059)
	=====	=====	=====

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NOTE 5 - COMMITMENTS AND CONTINGENCIES

Litigation

The Company may, from time to time, be involved in various litigation 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

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balance sheet.

NOTE 6 - BUSINESS SEGMENTS

The Company reports its business segments based on geographic regions, which are as follows as of September 30, 2003 and for the three months ended September 30, 2003 and 2002:

	2003	2002
	-----	-----
NET SALES		
Sangui AG	\$ --	\$ --
Sangui BioTech International, Inc.	--	--
Sangui USA (included in discontinued operations)	--	138,542
Sangui Singapore	--	--
	-----	-----
	\$ --	\$ 138,542
	=====	=====
NET INCOME (LOSS)		
Sangui AG	\$ (364,173)	\$ (398,328)
Sangui BioTech International, Inc.	(49,882)	(89,322)
Sangui USA	--	84,715
Sangui Singapore	--	(131,774)
	-----	-----
	\$ (414,055)	\$ (534,709)
	=====	=====
DEPRECIATION AND AMORTIZATION		
Sangui AG	\$ 30,970	\$ 45,595
Sangui BioTech International, Inc.	--	--
Sangui USA	--	--
Sangui Singapore	--	--
	-----	-----
	\$ 30,970	\$ 45,595
	=====	=====
IDENTIFIABLE ASSETS		
Sangui AG	\$ 1,653,117	
Sangui BioTech International, Inc.	150,768	
Sangui USA	--	
Sangui Singapore	--	

	\$ 1,803,885	
	=====	

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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,

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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 is primarily involved in the development of artificial oxygen carriers and glucose sensors.

The Company's clinical development projects are primarily in the preliminary stages. The Company is diligently developing several applications for its clinical development projects, but does not anticipate beginning any government protocols or clinical trials in the near term. In the course of the ongoing cost containment efforts, these projects were halted during the last fiscal year, after having achieved the planned milestones. The Company decided to reduce further expenditures in the blood substitute, blood additive and glucose sensor projects to the amount necessary to find financing, industrial or distribution partners for further development and marketing of the resulting products.

The Company's development projects related to cosmetic applications of its oxygen carrier are nearing completion. The Company has established contact with a German cosmetics vendor and is planning and preparing to jointly introduce this application as a cosmetic anti-aging product in the German market in the course of the current fiscal year.

Cost Savings

In total, management has been able to reduce the Company's operating expenses by 23% to approximately \$426,000 in the first three months of fiscal 2004, compared to approximately \$550,000 in the respective period of last fiscal year. Research and development expenses and general and administrative expenses have been reduced by 20% and 23%, respectively, in the first three months of fiscal 2004 as compared to the respective period of last fiscal year. This effort is also reflected in the net cash used in operating activities which decreased 13% to approximately \$371,000 compared to approximately \$424,000 net cash used in operating activities in the respective period of last fiscal year. Management assumes that the current planning is realistic and that the Company's funds and liquidity are sufficient to finance its activities at least through the period ending September 30, 2004.

FINANCIAL POSITION

The Company's current assets decreased approximately \$378,000, or 19%, from June 30, 2003 to approximately \$1.7 million at September 30, 2003. The decrease is primarily attributable to a decrease in cash and cash equivalents of approximately \$375,000. The decrease in cash and cash equivalents results primarily from funding the current year's operations of the Company with no revenues in the three month period ended September 30, 2003.

The Company's net property and equipment decreased approximately \$25,000, or 16% from June 30, 2003 to approximately \$135,000 at September 30, 2003. The decrease is primarily attributable to current year depreciation of approximately \$31,000.

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The Company funded its operations primarily through its existing cash reserves. The Company's stockholders' equity decreased approximately \$403,000. The primary decrease is caused by the Company's current period net loss of approximately \$414,000, and an increase in accumulated other comprehensive income of approximately \$12,000 due to foreign currency translation adjustments and unrealized gains on marketable securities.

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RESULTS OF OPERATIONS

Three months ended September 30, 2003 and 2002:

Sangui AG

RESEARCH AND DEVELOPMENT. Research and development expenses decreased 19% to approximately \$184,000 in 2003 from approximately \$230,000 in 2002. The decrease is due to the refocusing of research and development activities.

GENERAL AND ADMINISTRATIVE. General and administrative expenses decreased 11% to approximately \$161,000 in 2003 from approximately \$182,000 in 2002. This decrease is mainly attributed to decreased legal fees.

DEPRECIATION. Depreciation decreased 32% to approximately \$31,000 in 2003 from approximately \$46,000 in 2002. This decrease is mainly attributed to the ongoing restructuring of the German subsidiary.

Sangui BioTech International, Inc.

GENERAL AND ADMINISTRATIVE. General and administrative expenses decreased 46% to approximately \$50,000 in 2003 from to approximately \$93,000 in 2002. The decrease is due to decreased consulting and legal fees.

Consolidated

NET LOSS. As a result of the above factors and the loss from discontinued operations (see Note 4), the Company's consolidated net loss was approximately \$414,000, or \$0.01 per common share, in 2003, compared to approximately \$535,000, or \$0.01 per common share, in 2002.

LIQUIDITY AND CAPITAL RESOURCES

For the three months ended September 30, 2003, net cash used in operating activities decreased to approximately \$371,000 from approximately \$424,000 in the corresponding period in 2002, primarily related to a decrease in the Company's consolidated net loss as a result of the ongoing refocusing program.

For the three months ended September 30, 2003, net cash used in investing activities was approximately \$2,000 compared to approximately \$414,000 net cash provided by investing activities in the corresponding period in 2002. The principal decrease is due to the maturity of marketable securities and purchases of marketable securities in 2002. There was no maturity or purchase of marketable securities in 2003.

Working capital was approximately \$1.5 million at September 30, 2003, a decrease

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of approximately \$400,000 million from June 30, 2003 due primarily to the Company's net loss for the three month period. A substantial portion of the Company's total assets consists of cash and highly liquid marketable securities classified as available for sale securities. The highly liquid nature of these assets provides the Company with flexibility in financing and managing its business. For the three months ended September 30, 2003, there were no realized gains on the Company's marketable securities and unrealized gains were approximately \$131,000.

At September 30, 2003, the Company had cash and liquid marketable securities of approximately \$1.4 million. The Company believes that its available cash will be sufficient to satisfy its requirements at least through the period ending September 30, 2004. However, the Company will need substantial additional funding to fulfil 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

As of September 30, 2003, an evaluation was performed under the supervision and with the participation of the Company's management, including the CEO/CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including CEO/CFO, concluded that the Company's disclosure controls and procedures were effective as of September 30, 2003. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to September 30, 2003.

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ITEM 4 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company has no derivative financial instruments. Exposure to foreign currency exchange rates is limited, as the Company has no operating business or staff outside Germany since December 31, 2002.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

On July 26, 2001, the Company filed a lawsuit in the United States District Court for the District of Colorado against Helmut Kappes, a director of the Company. In the lawsuit, the Company alleged that Mr. Kappes is engaged in conduct related to the Company's affairs that is fraudulent, dishonest and a gross abuse of his authority or discretion as a director and that his removal from the Company's Board of Directors would be in the best interest of the Company. In October 2002, the Court granted the motion of counsel to Mr. Kappes to withdraw from representation of Mr. Kappes. Upon consideration by the Board of Directors of the legal costs to prosecute the claims against Mr. Kappes and the likelihood of being able to collect on any obtained judgment, the Company has requested its attorneys to take the steps necessary to dismiss the liability claim. On November 5, 2003, the Court has issued an order to dismiss the lawsuit without prejudice.

ITEM 2 - CHANGE IN SECURITIES AND USE OF PROCEEDS

None

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ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

Not applicable

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

Not applicable

ITEM 5 - OTHER INFORMATION

As of July 9, 2003, Dr. Christoph Ludz and Dr. Markus Volpers were elected Directors of Sangui BioTech International, Inc.

As of September 15, 2003, Dora Malek has resigned from her position as a Director of Sangui BioTech International, Inc. as well as from all other positions she held within the Company and its subsidiaries.

As of July 30, 2003, it was resolved to convert the Company's German subsidiary to a public limited company under German law (GmbH). The pertinent documents have been filed with the Registry Court in Witten, Germany. The conversion was registered effective November 4, 2003.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

31.1 Certification Pursuant to Rule 13a-14(a) and 15d-14(a), filed herewith.

32. Certification Pursuant to Section 1350 of Title 18 of the United States Code, filed herewith.

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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.

By: /s/ Wolfgang Barnikol

Wolfgang Barnikol
President, Chief Executive Officer and
Chief Financial Officer

Date: November 13, 2003

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