

SANGUI BIOTECH INTERNATIONAL INC  
Form 10-Q/A  
March 03, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

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

For the quarterly period ended: **December 31, 2014**

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)

011-49-2302-915-204  
(Registrant's Telephone Number, including area code)



**EXPLANATORY NOTE REGARDING THIS FORM 10-Q/A**

Sangui Biotech International, Inc. ( the Company ) filed its Form 10-Q for the quarter ended December 31, 2014 (the Original Filing ) with the Securities and Exchange Commission on February 12, 2015. The Original Filing reported in Part I, Item 4 - Controls and Procedures, that the Company s disclosure controls and procedures were effective, when in fact, the Company s disclosure controls and procedures were not effective for this period.

This Amendment to the Original Filing corrects this error. This correction changes Part I, Item 4 - Controls and Procedures to state that the Company does not believe its disclosure controls and procedures are effective as of the date of this report.

We are not amending any other part of the Original Filing. This Amendment speaks as of the date of the Original Filing.

SANGUI BIOTECH INTERNATIONAL, INC.

Quarterly Report on Form 10-Q/A

For the Quarterly Period Ended December 31, 2014

INDEX

**PART I FINANCIAL INFORMATION**

Item 1	Consolidated Financial Statements.....	1
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations .....	9
Item 3.	Quantitative and Qualitative Disclosure About Market Risk .....	13
Item 4.	Controls and Procedures.....	13

**PART II OTHER INFORMATION**

Item 1.	Legal Proceedings.....	14
Item 1A.	Risk Factors.....	14
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds .....	14
Item 3.	Defaults Upon Senior Securities.....	14
Item 5.	Other Information.....	16
Item 6.	Exhibits.....	16

## **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-Q 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 condensed consolidated balance sheet as of December 31, 2014 and the audited balance sheet as of June 30, 2014 and our unaudited condensed consolidated statements of operations for the three and six months periods ended December 31, 2014, and 2013 are attached hereto and incorporated herein by this reference.

**SANGUI BIOTECH INTERNATIONAL, INC.**

## Condensed Consolidated Balance Sheets

ASSETS

	December 31, 2014 (unaudited)	June 30, 2014
<b>CURRENT ASSETS</b>		
Cash	\$ 93,005	\$ 98,148
Prepaid expenses and other assets	32,160	64,320
Tax refunds receivable	29,518	60,219
Accounts receivable	38,332	3,772
Note receivable, related party	-	34,130
Total Current Assets	193,015	260,589
<b>PROPERTY AND EQUIPMENT, Net</b>	-	-
<b>TOTAL ASSETS</b>	<b>\$ 193,015</b>	<b>\$ 260,589</b>

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 171,967	\$ 189,342
Related party payables	85,266	63,971
Total Current Liabilities	257,233	253,313
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Preferred stock, no par value; 10,000,000 shares authorized, -0- shares issued and outstanding	-	-
Common stock, no par value; 250,000,000 shares authorized, 147,003,056 and 142,300,256 shares issued and 145,818,314 and 141,115,514 shares outstanding, respectively	31,865,935	31,560,801
Additional paid-in capital	4,621,430	4,621,430
Treasury stock	(339,387)	(339,387)
Accumulated other comprehensive income	137,146	130,216
Accumulated deficit	(35,811,871)	(35,455,943)
Total Sangui Biotech International, Inc.'s stockholders' deficit	473,253	517,117
Non-controlling interest	(537,471)	(509,841)
Total Stockholders' Equity (Deficit)	(64,218)	7,276
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$ 193,015</b>	<b>\$ 260,589</b>

**SANGUI BIOTECH INTERNATIONAL, INC.**

## Consolidated Statements of Operations

(unaudited)

	For the Three Months Ended		For the Six Months Ended	
	December 31,		December 31,	
	2014	2013	2014	2013
REVENUES	\$ 31,166	\$ 33,776	\$ 104,906	\$ 60,000
COST OF SALES	158	208	398	500
GROSS MARGIN	31,008	33,568	104,508	59,500
OPERATING EXPENSES				
Research and development	41,874	70,926	134,977	107,000
Depreciation and amortization	-	118	-	-
General and administrative	162,836	157,039	351,278	330,000
Operating Expenses	204,710	228,083	486,255	447,000
LOSS FROM OPERATIONS	(173,702)	(194,515)	(381,747)	(387,500)
OTHER INCOME (EXPENSE)				
Interest expense	(902)	(5,659)	(1,811)	(5,000)
Interest income	-	48	-	-
Gain on equity investment	-	(244,983)	-	(244,000)
Other Income (Expense)	(902)	(250,594)	(1,811)	(250,000)
Income before income taxes and non-controlling interest	(174,604)	(445,109)	(383,558)	(636,000)
Provision for income taxes	-	-	-	-
NET LOSS	(174,604)	(445,109)	(383,558)	(636,000)
Net loss attributable to non-controlling interest	(12,844)	(47,279)	(27,630)	(66,000)
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ (161,760)	\$ (397,830)	\$ (355,928)	\$ (570,000)
OTHER COMPREHENSIVE INCOME (LOSS)				
Foreign currency translation adjustments	5,263	8,458	6,930	39,000
Other Comprehensive Income (Loss)	25,128	8,458	6,930	39,000
COMPREHENSIVE LOSS	\$ (169,342)	\$ (436,651)	\$ (376,628)	\$ (597,000)
NET AND DILUTED LOSS PER SHARE-SANGUI SHAREHOLDERS	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
NET AND DILUTED WEIGHTED AVERAGE				
NUMBER OF SHARES OUTSTANDING	144,803,490	136,330,014	143,975,360	134,714,000

**SANGUI BIOTECH INTERNATIONAL, INC.**

## Consolidated Statements of Cash Flows

(unaudited)

	For the Six Months Ended December 31,	
	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (383,558)	\$ (636,813)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	-	232
Common stock issued for services	24,192	26,400
Loss on equity investment	-	244,983
Changes in operating assets and liabilities		
Trade accounts receivable	(37,055)	1,049
Royalties receivable	-	(8,525)
Prepaid expenses and other current assets	27,627	6,791
Tax refunds receivable	25,533	(647)
Related parties receivables	-	(338)
Accounts payable and accrued expenses	3,225	(55)
Related parties accounts payable	21,296	29,504
Net Cash Provided by (Used in) Operating Activities	(318,740)	(337,419)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Collection of notes receivable, related parties	32,196	-
Investment in equity subsidiary	-	(242,216)
Net Cash Provided by (Used in) Investing Activities	32,196	(242,216)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common stock issued for cash	280,942	658,533
Net Cash Provided by Financing Activities	280,942	658,533
<b>EFFECTS OF EXCHANGE RATES</b>	460	16,597
<b>NET INCREASE (DECREASE) IN CASH</b>	(5,143)	95,495
<b>CASH AT BEGINNING OF PERIOD</b>	98,148	47,764
<b>CASH AT END OF PERIOD</b>	\$ 93,005	\$ 143,259
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
<b>CASH PAID FOR:</b>		
Interest	\$ 1,811	\$ -
Income Taxes	\$ -	\$ -
<b>NON CASH INVESTING AND FINANCING ACTIVITIES</b>	\$ -	\$ -



**NOTE 1 - BASIS OF PRESENTATION**

The accompanying consolidated financial statements have been prepared without audit in accordance

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of Business

Sangui Biotech International, Inc., incorporated in Colorado in 1995, and its subsidiary, Sangui

-

Consolidation

The consolidated financial statements include the accounts of Sangui BioTech International, Inc.

Foreign Currency Translation

Assets and liabilities of the Company's foreign operations are translated into U.S. dollars at pe

Exchanges rates used for the preparation of the consolidated balance sheet as of December 31, 201

as of December 31, 2014	USD 1 : EUR 0.8227
as of June 30, 2014	USD 1 : EUR 0.7325
July 1 through December 31, 2014	USD 1 : EUR 0.7765
July 1 through December 31, 2013	USD 1 : EUR 0.7448

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Risk and Uncertainties

The Company's line of future pharmaceutical products (artificial oxygen carriers or blood substit

Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will o

Cash and Cash Equivalents

The Company maintains its cash in bank accounts in Germany. Cash and cash equivalents include tim

-

Research and Development

Research and development costs are charged to operations as they are incurred. Legal fees and oth

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

-

Revenue Recognition

Product sales revenue is recognized when the sales amount is determined, shipment of goods to the

Basic and Diluted Earnings (Loss) Per Common Share

Basic earnings (loss) per common share is computed by dividing income (loss) available to common

Comprehensive Income (Loss)

Total comprehensive income (loss) represents the net change in stockholders' equity during a peri

**NOTE 3 - COMMITMENTS AND CONTINGENCIES**

Litigation

The Company may, from time to time, be involved in various legal disputes resulting from the ordi

Indemnities and Guarantees

During the normal course of business, the Company has made certain indemnities and guarantees und

**NOTE 4 NOTES RECEIVABLE, RELATED PARTIES**

On May 15, 2012, the Company entered into a note receivable with a shareholder for \$63,658. The note receivable accrues interest at 6 percent per annum, was due on August 31, 2012 and is secured by 138,899 shares of the Company's common stock. The note receivable has been extended without a fixed due date. The note receivable is due one month from notice by the Company to the shareholder on intent to collect. Interest and principle have been received in several installments so that at December 31, 2014 the outstanding note receivable amounted to \$-0- of principal and interest.

**NOTE 5 CAPITAL STOCK**

Preferred Stock The Company is authorized to issue 10,000,000 shares of preferred stock. No preferred stock has been issued so far. The authorized preferred shares are non-voting and the Board of Directors has not designated any liquidation value or dividend rates.

Common Stock The Company is authorized to issue 250,000,000 shares of no par value common stock. The holders of the Company's common stock are entitled to one vote for each share held of record on all matters to be voted on by those stockholders.

During the six months ended December 31, 2014, the Company issued 352,800 shares of its common stock for services to unrelated parties at an average price of \$0.07 per share. Additionally the Company sold 4,350,000 shares of its common stock for cash to two individuals at an average price of \$0.06 per share.

**NOTE 6 SUBSEQUENT EVENTS**

On January 16, 2015 the Company issued 100,000 shares of its common stock for services valued at

In accordance with ASC 855-10, the Company's management has reviewed all material events and then

## **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**

Our mission is the development of novel and proprietary pharmaceutical, medical and cosmetic products. We develop our products through our German subsidiary, Sangui GmbH. Currently, we are seeking to market and sell our products through partnerships with industry partners worldwide.

Our focus 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, anemia or blood loss whether due to surgery, trauma, or other causes, as well as in the case of chronic wounds. We have thus far focused our development and commercialization efforts on such artificial oxygen carriers by reproducing and synthesizing polymers out of native hemoglobin of defined molecular sizes. In addition, we have developed external applications of oxygen transporters in the medical and cosmetic fields in the form of sprays for the healing of chronic wounds and of gels and emulsions for the regeneration of the skin. We also market a wound dressing that shows outstanding properties in the support of wound healing, which we call Chitoskin.

SanguiBioTech GmbH holds distribution rights for our Chitoskin wound pads for the European Union and various other countries. A European patent has been granted for the production and use of improved Chitoskin wound pads.

Our current key business focuses are: (a) selling our existing cosmetics and wound management products by way of licensing through distribution partners, or by way of direct sale, to end users; (b) identifying additional industrial and distribution partners for our patents, production techniques, and products; and, (c) obtaining the additional certifications on our products in development.

#### Artificial Oxygen Carriers

We develop products based on polymers of purified natural porcine hemoglobin with oxygen carrying abilities that are similar to those of native hemoglobin. These are (1) oxygen carrying blood additives, and (2) oxygen carrying blood volume substitutes.

During the first quarter of our 2014 financial year, the company entered into an agreement with a German university research institution aimed at carrying out a series of animal tests as part of its preparations to enter the preclinical testing of hemoglobin based artificial oxygen carriers targeting the remediation of ischemic conditions in human patients.

During the first quarter of our 2015 financial year, we began together with Excellence Cluster Cardio-Pulmonary System (ECCPS) and TransMIT Gesellschaft für Technologietransfer mbH (TransMIT) to investigate therapeutic approaches to treating septic shock and acute respiratory distress syndrome (ARDS). The approach adopted here by Sangui, ECCPS and TransMIT presupposes that self-perpetuating septic shock, that has so far been

highly resistant to treatment, can be interrupted by Sangui's artificial haemoglobin-based oxygen carrier, which would ultimately lower mortality rates. The preclinical trials commenced at ECCPS investigate the effect of various haemoglobin preparations on the oxygen supply of a number of organs in septic shock models and ARDS.

Also during the first quarter we were notified that the period for objection against European Patent EP 2550973, Wound Spray ) elapsed without any objection being raised. The patent, therefore, has become effective and legally binding.

During the second quarter the first phase of preclinical trials was concluded successfully. It could be demonstrated that applying an oxygen-carrying liquid (the hemoglobin hyperpolymer formulation SBT102) in the abdomen did significantly improve the oxygen supply to the intestines. The restoration of intestinal oxygenation will have an impact on tissue integrity and ultimately on patient survival.

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.

Sales of this series have remained at a low level throughout the first and second quarter of our 2015 fiscal year. It is the strategy of the company to find industry partners ready to acquire or license this product range as a whole.

#### Chitoskin Wound Pads

Usually, normal ( primary ) wounds tend to heal over a couple of days without leaving scars following a certain sequence of phases. Burns and certain diseases impede the normal wound healing process, resulting in large, hardly healing ( secondary ) wounds which only close by growing new tissue from the bottom. Wound dressings serve to



safeguard the wound with its highly sensitive new granulation tissue from mechanical damage as well as from infection. Using the natural polymer chitosan, Sangui's Chitoskin wound dressings show outstanding properties in supporting wound healing.

It is the strategy of the company to find industry partners ready to acquire or license this product range as a whole.

#### Hemospray Wound Spray

SanguiBioTech GmbH has developed a novel medical technology supporting the healing of chronic wounds. Lack of oxygen supply to the cells in the wound ground is the main reason why those wounds lose their genuine healing power. Based on its concept of artificial oxygen carriers, our wound spray product bridges the watery wound surface and permits an enhanced afflux of oxygen to the wound ground.

In December 2010, SanguiBioTech GmbH established SastoMed GmbH, a joint venture company with SanderStrothmann GmbH of Georgsmarienhütte, Germany. SanguiBioTech GmbH has granted SastoMed GmbH global distribution rights. SastoMed GmbH started to distribute the product in Germany after having obtained the CE mark authorizing the distribution of the wound spray in the countries of the European Union in April 2013.

In August, 2013, Sangui BioTech GmbH and SastoMed GmbH cordially adjusted the existing sales strategy. In consideration of corresponding contributions the existing licensing contract was partially complemented

resulting in the following conditions: As licensor SanguiBioTech GmbH is awarded a fixed licensing fee as a percentage of each and every external revenues incurred by SastoMed from sales of the Granulox product (based on SastoMed selling prices). The percentage ranges in the uppermost zone of what is usually granted in the pharmaceutical and medical products industries. In addition and complementing this basic agreement the percentage will be permanently increased by one fourth of the current rate as soon as cumulated sales revenues at SastoMed will have exceeded the total of 50,000,000.

Since December 2013, international distribution outside Germany was initiated in collaboration with local partners in almost 40 countries in Europe and Latin American.

### FINANCIAL POSITION

Our current assets decreased approximately \$67,574 from June 30, 2014 to approximately \$193,015 at December 31, 2014. The decrease in notes receivables, tax refunds receivable and prepaid assets was only partly offset by an increase in accounts receivable.

Our net property and equipment had been depreciated to \$-0- as of June 30, 2014. During the first quarter of our 2015 financial year no investments in this area were carried out.

We funded our operations primarily through our existing cash reserves and cash received from the issuance of shares of common stock. Primarily due to the net loss for the quarter, our stockholders' equity decreased by \$73,494 from \$7,276 at June 30, 2014 to a stockholders' deficit of \$64,218 at December 31, 2014.

### RESULTS OF OPERATIONS

Three months ended December 31, 2014 and 2013:

REVENUES - Revenues during the three months ended December 31, 2014 amounted to \$31,166. In the comparable period of 2014 we had revenues of \$33,776. Revenues as of the period covered by this report include accrued receivables from the licensing agreement with SastoMed GmbH. Cost of sales in the second quarter of the 2015 financial year amounted to \$158 compared to \$208 in the second quarter of FY 2014.

**RESEARCH AND DEVELOPMENT** - Research and development expenses decreased \$29,052 to approximately \$41,874 in the second quarter of our 2014 financial year from approximately \$70,926 in the comparable period of the previous year. The changes in R&D expenses over the quarters are mainly due to the changing requirements of the different stages of the preclinical trials currently being carried out mainly at Giessen University.

**GENERAL AND ADMINISTRATIVE** - General and administrative expenses increased slightly by \$5,797 to approximately \$162,836 in the quarter ended December 31, 2014, from approximately \$157,039 in the respective quarter of the previous year.

**DEPRECIATION AND AMORTIZATION** - Depreciation decreased \$118 to approximately \$-0- in the quarter from approximately \$118.

**NET LOSS** - As a result of the above factors, our consolidated net loss attributable to common stockholders was \$161,763, or \$(0.00) per common share, for the three months ended December 31, 2014, compared to \$397,830, or \$(0.00) per common share, during the comparable period in our 2014 financial year. During the second quarter of our 2014 financial year Other Operating Expenses included an impairment of an investment of the company into its 25% owned joint venture, SastoMed GmbH.

Six months ended December 31, 2014 and 2013:

**REVENUES** - Revenues during the six months ended December 31, 2014 amounted to \$104,906. In the comparable period of the 2014 financial year we had revenues of \$60,303. Revenues as of the period covered by this report include accrued receivables from the licensing agreement with SastoMed GmbH. Cost of sales in the six month

period amounted to \$398 compared to \$412 in 2014. Our royalty revenues are increasing as SastoMed GmbH realizes more sales of our licensed product.

**RESEARCH AND DEVELOPMENT** - Research and development expenses increased \$27,743 to approximately \$134,977 in the six month period from approximately \$107,234 in the comparable period of the previous year. This is mainly attributed to enhanced R&D activities in preparing and carrying out the animal tests aimed at investigating new indications for our artificial oxygen carriers.

**GENERAL AND ADMINISTRATIVE** - General and administrative expenses increased by \$12,634 to approximately \$351,278 in the six months ended December 31, 2014, from approximately \$338,644 in the respective period of the previous year.

**DEPRECIATION AND AMORTIZATION** - Depreciation decreased \$232 to approximately \$-0- in the half year from approximately \$232.

**NET LOSS** - As a result of the above factors, our consolidated net loss attributable to common stockholders was \$355,928 , or \$(0.00) per common share, for the six months ended December 31, 2014, compared to \$570,032, or \$(0.00) per common share, during the comparable period in our 2014 financial year.

## LIQUIDITY AND CAPITAL RESOURCES

For the six months ended December 31, 2014 net cash used in operating activities was \$318,740 and was primarily attributable to our net loss of \$383,558 adjusted for the add back of \$24,192 of common stock issued for services. This is offset by net changes in operating assets and liabilities of \$40,626 due to a decrease in trade accounts receivable of \$37,055, an increase of \$27,627 of prepaid expenses and other current assets, an increase tax refund receivable of \$25,533, an increase of accounts payable and accrued expenses of \$3,225 and an increase in related parties accounts payable of \$21,296. For the six months ended December 31, 2013 net cash used in operating activities was \$337, 419.

We had a working capital deficit of approximately \$64,218 at December 31, 2014, a decrease in working capital of approximately \$71,494 from June 30, 2014. A significant part of our current assets consists of receivables from related and unrelated parties while the company has no financial liabilities. At December 31, 2014, we had cash of approximately \$93,005. We will need substantial additional funding to fulfill our business plan and we intend to explore financing sources for our future development activities. No assurance can be given that these efforts will be successful.

### **Item 3 - Quantitative and Qualitative Disclosures about Market Risk**

We are a smaller reporting company as defined by § 229.10(f)(1) and are not required to provide the information under this item.

### **Item 4 - Controls and Procedures**

#### **Disclosure Controls and Procedures**

As of the date of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure.

#### **Changes in Internal Control Over Financial Reporting**

There has been no change in our internal control over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

The term "internal control over financial reporting" is defined as a process designed by, or under the supervision of, the registrant's principal executive and principal financial officers, or persons performing similar

functions, and effected by the registrant's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- (a) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the registrant;
- (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the registrant are being made only in accordance with authorizations of management and directors of the registrant; and
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the registrant's assets that could have a material effect on the financial statements.

## **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 1a - Risk Factors**

We are a smaller reporting company and are not required to provide the information under this item.

### **Item 2 - Unregistered Sales of Equity Securities and Use Of Proceeds**

During the six months ended December 31, 2014, the Company issued 352,800 shares of its common stock for services to unrelated parties at an average price of \$0.07 per share. Additionally the Company sold 4,350,000 shares of its common stock for cash to two individuals at an average price of \$0.06 per share. No underwriters were used. The securities were sold pursuant to an exemption from registration provided by Regulation S and Section 4(2) of the Securities Act of 1933. The certificate representing the shares contained a restricted legend.

Subsequent to December 31, 2014, on January 16, 2015 the Company issued 100,000 shares of its common stock for services valued at \$6,500. No underwriters were used. The securities were sold pursuant to an exemption from registration provided by Regulation S and Section 4(2) of the Securities Act of 1933. The certificate representing the shares contained a restricted legend.

### **Item 3 - Defaults Upon Senior Securities**

None.

**Item 5 - Other Information**

None.

**Item 6 Exhibits**

**1. Financial Statements.** The unaudited condensed consolidated Balance Sheet of Sangui Biotech International, Inc. as of December 31, 2014 and the audited balance sheet as of June 30, 2014, the unaudited condensed consolidated Statements of Operations for the three month periods ended December 31, 2014 and 2013, and the unaudited condensed consolidated Statements of Cash Flows for the three-month periods ended December 31, 2014 and 2013, together with the notes thereto, are included in this Quarterly Report on Form 10-Q.

**3. Exhibits.** The following exhibits are either filed as a part hereof or are incorporated by reference. Exhibit numbers correspond to the numbering system in Item 601 of Regulation S-K.

**Exhibit**

**Number Description of Exhibit**

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







**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: February 11, 2015

/s/ Thomas Striepe

By: Thomas Striepe

Chief Executive Officer

Dated: February 11, 2015

/s/ Joachim Fleing

By: Joachim Fleing

Chief Financial Officer