

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**YULONG ECO-MATERIALS LIMITED**

A Wyoming Corporation

1621 Central Ave Cheyenne WY 82001

Telephone: 518-638-8192

SIC Code: 8731

**Annual Report**

**For the Period Ending December 31, 2021**

(the "Reporting Period")

As of Current reporting Date or More Recent Date: December 31, 2021, the number of shares outstanding of our Common Stock was: Number of Shares: 7,225,376

As of Prior Reporting Period End Date: September 30, 2021 the number of shares outstanding of our Common Stock was: Number of Shares: 7,225,376

As of Most Recent Completed Fiscal Year End Date December 31, 2021 the number of shares outstanding of our Common Stock was: Number of Shares: 7,225,376

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes.  No:

<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

**1) Name and addresses of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer, any names used by predecessor entities along with the dates of the name changes.

Current Principal Executive Office Address:

EV Biologics Corp.

1621 Central Avenue

Cheyenne, WY USA 82001

Email: daniel.mckinney@evbiologics.com

Current Principal Place of Business:

Same as Executive Office

Address EV Biologics Corp.

1621 Central Avenue

Cheyenne, WY USA 82001

Email: [daniel.mckinney@evbiologics.com](mailto:daniel.mckinney@evbiologics.com)

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years. Please also include the issuers current standing in its state of incorporation (e.g. active, default, inactive)

July 31, 2020 to Present:

Name: EV Biologics Corp.

Address: 1621 Central Avenue, Cheyenne, WY 82001

Current Standing: ACTIVE

July 1, 2020 to July 31, 2020:

Name: Exosomes Biologics Corp.

Address: 1621 Central Avenue, Cheyenne, WY 82001

October 30, 2018 to July 1, 2020

Name: Yulong Eco-Materials Limited

Address: 387 Park Avenue South 5/fl, New York, NY 10016

March 10, 2011 to October 30, 2018 Address: Eastern End Xiwuzhuang Village, Jiaodian Town, Xinhua Area, Pingdingshan, Henan Province, PRC.

Yulong Eco-Materials Limited was originally incorporated under the laws of the Cayman Islands on March 10, 2011. On May 7, 2019, the Company formally and legally moved its jurisdiction to the State of Wyoming. The company is in active standing in the jurisdiction of incorporation.

On July 1, 2020, we initiated a name change from Yulong Eco-Materials Limited to Exosomes Biologics Corp. However we were advised that the name Exosomes Biologics Corp., could have potential conflicts. The name was potentially misleading and implied that we were a full chemical-related drug development company. Management is focused on developing human mesenchymal and other stem cell and cell-derived products. Subsequently, on July 31, 2020, the Company name was changed formally and legally to EV Biologics Corp. in Wyoming, its state of jurisdiction. However, The Company is still working through the name change process with FINRA. As first announced on August 6, 2020. The Company moved its domicile from Cayman Islands to Wyoming on April 12, 2019 and received its new CUSIP number on August 20, 2020. After almost two years of numerous FINRA submissions, what should have been a straightforward application process is no further along and this normally straightforward application process has come to a halt. FINRA has ruled that the Company must be fully reporting with the SEC to proceed with the name change. The Company is current in its filings under the OTC Alternative Reporting Standard, but this has been deemed inadequate by FINRA.

Changing the reporting status of the Company from the OTC Alternative Reporting to SEC reporting would present a massive expense of time and resources, and a totally unnecessary diversion. As such, this normally straightforward application process has come to a halt. FINRA has ruled that the Company must be fully reporting with the SEC to proceed with the name change. The Company is current in its filings under the OTC Alternative Reporting Standard.

Currently, the Company is focusing all its resources on execution of its established plan for technological innovation in biomanufacturing of cell-derived nanomedicines and is preparing patent applications for the supporting intellectual property. Currently, the Company is focusing all its resources on execution of its established plan for technological innovation in biomanufacturing of cell-derived nanomedicines and is preparing patent applications for the supporting intellectual property. At this time, diversion of any further resources toward financial regulatory filings, related to the name change, will not provide any advantage to the Company's primary technical development objectives.

**Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: Response:** None – There have been no trading suspension orders issued by the SEC.

**List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:** None

The address(es) of the issuer's principal executive office: 1621 Central Avenue, Cheyenne, WY

82001 The address(es) of the issuer's principal place of business: 1621 Central Avenue, Cheyenne,

WY 82001 Check box if principal executive office and principal place of business are the same

address:

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

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None.

## 2) Security Information

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

Trading symbol: YECO (As of April 1, 2020 following the change of jurisdiction to the State of Wyoming, the Company's trading symbol was changed from YECOF (Indicating a foreign designation.) to YECO confirming the Company as a domestic corporation.

Exact title and class of securities outstanding: Common

Stock CUSIP: 26929M 104

Par or stated value: \$0.001

Total shares authorized: 100,000,000

Total shares outstanding: 7,225,376 (as of December 31, 2021)

Number of shares in the Public Float 1,030,259 as of December 31, 2021

Total number of shareholders of record: 21 as December 31, 2021

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

*Additional class of securities (if any):* NIL

## Transfer Agent

VStock Transfer LLC [www.vstocktransfer.com](http://www.vstocktransfer.com) (212) 828-

8436 18 Lafayette Place, Woodmere, New York 11598

Email: [minfo@vstocktransfer.com](mailto:minfo@vstocktransfer.com)

Financial Industry Number Standard (FINS) number:

341263 The Transfer Agent is registered under the

Exchange Act

### 3. Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End: 12/31/2020 Opening Balance: <u>2,411,070</u> Date: 12/31/2020. Common: 2,411,070 Date: 12/31/2021 Common: 7,225,376 Preferred: NIL									
Date Of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
05/01/2020	New Issue	73,000	Common	\$1.00	No	Geoffrey Armstrong (Secretary, Treasurer)	Debt	Restricted	Reg. S
05/22/2020	New Issue	200,000	Common	\$1.00	No	Kristyn Kendall	Cash	Restricted	Rule 4a2
05/22/2020	New Issue	530,000	Common	\$1.00	No	Coldway Limited LLC (Owner) Debra Childers Katy, Texas	Cash	Restricted	Rule 4a2
05/22/2020	New Issue	2,500,000	Common	\$1.00	No	Daniel Mckinney (President, Director)	Debt	Restricted	Rule 4a2
06/01/2020	New Issue	261,306	Common	\$1.00	No	Lim Gaik Im Penang, Malaysia	Cash	Restricted	Reg. S
07/11/2020	New Issue	150,000	Common	\$1.00	No	Curtis Brooks (Director)	Services Company Management	Restricted	Rule 4a2
07/21/2020	New Issue	100,000	Common	\$1.00	No	Dennis Burns IR Consultant	Services Consultant	Restricted	Rule 4a2
08/31/2020	New Issue	700,000	Common	\$1.00	No	XO Holdings LLC (Dr. Jason Sanders) (Director)	Services, Chief Medical Officer	Restricted	Rule 4a2
09/05/2020	New Issue	200,000	Common	\$1.00	No	CVI Investments Inc. (Susquehanna International Group LLP) Samuel Winer San Francisco, California	Cash (Re: Option Conversion)	Restricted	Rule 4a2
10/15/2020	New Issue	100,000	Common	\$1.50	No	Ariel Mckinney Clarksville, Arkansas	Cash	Restricted	Rule 4a2
Shares Outstanding on Date of This Report: Ending Balance <u>7,225,376</u>  Date: <u>12/31/2021</u> Common: <u>7,225,376</u> Preferred: <u>NIL</u>									

1. Wife of D. Mckinney - President, CEO\
2. Daughter of D. Mckinney - President, CEO

**B. Debt Securities, Including Promissory and Convertible Notes**

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
N/A	NIL	NIL	NIL	N/A	Not Applicable	Not Applicable	N/A

There are no outstanding promissory, convertible notes or debt arrangements:

Use the space below to provide any additional details, including footnotes to the table above: None

**4) Financial Statements**

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

**Financial Statements attached hereto as Exhibit A**

B. The financial statements for this reporting period were prepared by Vincent Bryan Paragas, CPA in accordance with U.S. GAAP.

Name: Vincent Bryan Paragas  
 Title: Accountant  
 Relationship to Issuer: Employee

NOTE: Vincent Bryan Paragas is an accountant employed by the Company to prepare the Company’s financial reports. He does not hold shares in the Company.

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- G. Financial notes; and
- H. Audit letter, if audited

**5) Issuer’s Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer’s current operations. In answering this item, please include the following:

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

Originally, we were a manufacturer of eco-friendly building products located in the city of Pingdingshan in Henan Province, China. We are the leading producer of fly-ash bricks and concrete in Pingdingshan. In late April 2015, the Company launched a construction waste hauling operations in Pingdingshan, and with the collected construction waste, have added crushed construction waste, or recycled aggregates, and bricks made from recycled aggregates, or recycled bricks, to our product offerings. Since then, we expanded our hauling and recycling operations beyond Pingdingshan. Our products were primarily sold to developers of commercial, residential and infrastructural projects, and include both state-owned and private enterprises. Our hauling customers include government agencies and private real estate developers. For fiscal year ended June 30, 2017, one customer accounted for 14.3% of our total revenue. The largest brick customer, accounted for 8.1% of our brick revenue and 2.9% of our total revenue. The largest concrete customer, Construction Engineering Group Co., Ltd., accounted for 24.2% of our concrete revenue and 13.9% of our total revenue. The largest hauling customer, accounted for 20.2% of our hauling revenue and 0.4% of our total revenue. The largest waste processing services customer, accounted for 78.3% of our waste processing services revenue and 3.8% of our total revenue. The largest customer of recycle aggregates, accounted for 34.5% of our recycled aggregates revenue and 0.01% of our total revenue. The largest customer of recycled bricks, accounted for 23.4% of our recycled brick revenue and 0.1% of our total revenue. None of our customers is related to or affiliated with us. As of the date of this filing, the Company has ceased to administer any of the subsidiaries reported by previous management. Additionally, the Company has requested but not received information about the subsidiaries reported as owned by previous management.

### **Subsidiaries**

All of business operations were conducted through our four consolidated affiliated entities: Yulong Concrete which commenced operations in 2004, Yulong Bricks in 2006, Yulong Transport in 2009, and Yulong Renewable in late April 2015. Yulong Bricks is a limited liability company established in China, and its business scope includes production and sales of fly-ash bricks and sales of building materials, steel, general merchandise and hardware. However, lawsuits initiated by various Chinese government agencies cast substantial doubt on the ability of these former subsidiaries to continue to exist, let alone progress.

On September 3, 2018, YECO's shareholders approved the acquisition of Millennium Sapphire from Millennium Enterprise LLC ("ME"), a Wyoming Corporation. The Purchase and Sale Agreement between Millennium Enterprises LLC and Yulong Eco-Materials Limited was effective on August 22, 2018. The purchase price to be paid by Yulong to ME for the Millennium Sapphire is US\$50,000,000 in YECO shares. YECO shall deliver 25,000,000 in YECO 144 shares. On February 26, 2019, the Company filed a Form 6-K disclosing that the acquisition of the Millennium Sapphire had been cancelled and all 25,000,000 shares had been returned to treasury.

On October 25, 2018, the Company's shareholders approved the sale of Yulong BVI including its business, assets, liabilities and debts in China to Wellford International Enterprises Limited ("Wellford"), a British Virgin Islands Corporation. The Sale and Purchase Agreement was signed on October 30, 2018. The Company agreed to sell and Wellford agreed to acquire Yulong BVI for US\$15 million. The sale includes all the assets, liabilities and debts of Yulong BVI's business in China.

On November 1, 2018, the Company moved its headquarters to New York City located at 387 Park Avenue South, 5<sup>th</sup> Floor, New York City, NY10016.

On November 1, 2018, the Company received a "Staff Determination Letter" from Nasdaq pursuant to the business combination resulting in a "Change of Control" according to Nasdaq Listing Rule 5110(a). After the business combination, Yulong was required to satisfy all of Nasdaq's initial listing criteria and complete Nasdaq's initial listing process, including the payment of all applicable fees and up to date SEC filings. The Annual 20F filing was not completed or filed due to the fact that the previous management would not

cooperate with the Company auditor. The Company had filed an appeal and paid a \$10,000 Hearing Fee to Nasdaq. The delisting action referenced in the Nasdaq's Staff Determination Letter has been stayed until a final written decision by the Nasdaq Hearings Panel. The hearing was scheduled for December 13, 2018. This appeal was denied and on April 2, 2019 NASDAQ filed a notification via the SEC to report the removal from listing and registration of the Company's shares.

On November 7, 2018, the Company closed a US\$3 million private placement with an institutional investor. We sold 1 million ordinary shares at a price of \$3.00 per share for gross proceeds of US\$3 million. In connection with the private placement, the Company issued a warrant to purchase up to 1 million shares at an exercise price of \$5.00 per share. The warrants are immediately exercisable and expire five years from the date of issuance.

On January 2, 2019, the "Company received a letter from GC & Associates CPAs PLLC, the Company's independent registered public accounting firm, notifying the Company that it had encountered significant difficulties in obtaining from management of the Company's disposed subsidiaries in China information necessary to perform and complete its audit of the Company's financial statements for the quarter ended June 30, 2018, which period is prior to the Company's acquisition of the Millennium Sapphire pursuant to that certain Purchase and Sale Agreement dated August 22, 2018 as filed with the Company's Form 6-K filed with the Securities and Exchange Commission on October 19, 2018.

On January 11, 2019, the Company filed a Form 6-K disclosing the following: On November 7, 2018, Yulong Eco-Materials Limited (the "Company") and CVI Investments, Inc. ("CVI") entered into the Purchase Agreement (the "Purchase Agreement") for the purchase and sale of 1,000,000 ordinary shares ("Shares") of the Company ("Ordinary Shares") and Ordinary Share Purchase Warrants ("Warrants") for an aggregate purchase price of \$3,000,000. On December 13, 2018, the Company disclosed in its current report on Form 6-K that the Company's Ordinary Shares would be delisted from The NASDAQ Stock Market.

On January 11, 2019, the Company disclosed in its current report on Form 6-K that the Company's auditors advised the Company that they had encountered significant difficulties in obtaining the information and records necessary for the completion of the audit of the Company's financial statements for the quarter ended June 30, 2018. Such information and records related to the operation of the Company prior to the acquisition by the Company of the Millennium Sapphire. As a result of the Company's inability to complete its audit, the Company was unable to file its Annual Report on Form 20-F.

The terms of the Purchase Agreement required the Company to maintain its listing on The Nasdaq Stock Market and remain current in its filings with the Securities and Exchange Commission. Due to the Company's inability to meet its obligations under the Purchase Agreement, the parties have agreed to enter into a Rescission Agreement and a Loan and Security Agreement. On January 28, 2019, the Company entered into the Rescission Agreement with CVI Investments, Inc. ("CVI") pursuant to which the Company agreed to rescind the issuance of 500,000 of the Shares in consideration for the payment of \$1,500,000. Additionally, on February 6, 2019, the Company entered into a Loan and Security Agreement pursuant to which the Company issued a promissory note to CVI in the principal amount of \$2,500,000 in consideration for the return to the Company of balance of the Shares plus all of the Warrants. As security for the Company's obligations to CVI under the promissory note, the Company agreed to grant CVI a security interest in the Millennium Sapphire. Pursuant to the terms of the Loan and Security Agreement, each party agreed to a general release of their respective rights and obligations under the Purchase Agreement. Additionally, on February 26, 2019 the Company filed a Form 6-K disclosing that On September 11, 2018, shareholders of the Company agreed to acquire the carved, blue sapphire known as the Millennium Sapphire for US\$50 million via the issuance of 25 million restricted shares of the Company. However, effective January 31, 2019 the Board of Directors agreed to rescind and cancel the Millennium Sapphire acquisition together with any and all intellectual property associated with the Millennium Sapphire. This decision was based on the disclosures the Company received from its auditing firm, GC & Associates CPAs PLLC, concerning the failure of the original owners of the Chinese assets to

provide the information or files required to complete a Form 20-F and the subsequent notification from the NASDAQ Stock Market that the Company's shares would be suspended from trading on NASDAQ for failure to file the Form 20-F. All parties to the Millennium Sapphire transaction have agreed to the rescission. All 25 million shares issued for the acquisition of the Millennium Sapphire have now been returned and cancelled and the Sapphire together with any and all intellectual property associated with the Millennium Sapphire have been returned to the seller

Effective March 5, 2019, the "Company reported the resignation of William Bossung, Norman Macasaet and Jeffrey Bergman from their positions as directors. Additionally, the Company reports the resignation of Edward Low from the position of Chief Financial Officer. Mr. Bossung, Mr. Macasaet and Mr. Bergman have served as directors since December 7, 2018. It should be noted that these officers and directors served for less than three months. Mr. Low has also served as Chief Financial Officer since that date. Daniel Mckinney, currently serving as the Chief Executive Officer and director, will remain as the sole officer and director.

On March 12, 2019, the Company received formal notification from NASDAQ on Form 25 that the Company's shares had been removed from Listing or Registration from trading on the NASDAQ Exchange under Section 12(b) of the Securities and Exchange Act of 1934.

As of the date of this filing, the Company is no longer operational in its original business and the subsidiaries have been sold. As noted above, following the removal from trading on NASDAQ, the Company immediately acquired a new business through the acquisition of a world-class art object called the Millennium Sapphire, but due to the failure of the previous board to send the required information and files to complete an audit and file the required Form 20-F, the agreement to acquire the Millennium Sapphire was terminated. During that transition process, the Company's new management was able to identify, perform extensive due diligence and acquire a substantial new business in the medical research field. Subsequently, the Company's jurisdiction was moved out of the Cayman Islands to the State of Wyoming and the name of the Company changed to EV Biologics Corp. It is currently going through the required "corporate actions" regulatory process to change the name officially.

On May 7, 2019, the Company filed Articles of Continuance with the Wyoming Secretary of State in order to move the Company's jurisdiction from Cayman Islands to the State of Wyoming. Upon completion, the Company ceased to be a foreign issuer and became a domestic issuer in the United States. Subsequently, effective May 7, 2019, Yulong Eco-Materials Limited received written notification from the Wyoming Secretary of State that the Articles of Continuation had been accepted by the State of Wyoming and filed accordingly. The completion of the filing with the Wyoming Secretary of State formally established the domestic, United States jurisdiction of the Company. A copy of the Articles of Continuance was filed as Exhibit 3.4 as part of the December 31, 2019 Annual report.

On July 1, 2019, the Company filed Form 15 with the Securities and Exchange Commission: Notice of Termination of Registration of a Class of Securities Under Section 12 to terminate or suspend the duty to file reports.

Due to the sale of the company's former subsidiaries, the original business of the Company has been terminated, the principal activities have ceased and the Company is no longer generating revenues from those subsidiaries. Current management is focused on bringing human mesenchymal and other stem cell and cell- derived products to market. As noted, on September 15, 2020, the Company incorporated a wholly owned subsidiary, EVBI-ALI, LLC, in the State of Wyoming. The subsidiary is active and in good standing.

#### **NFT Dividend**

While the Company has not issued a stock dividend, on July 14, 2021 the Company announced via news releases that it will distribute a dividend of one (1) Non-Fungible Token (NFT) for every 100 shares of YECO



common stock held to YECO's shareholders of record on July 30, 2021.

As noted, the Company has submitted filings to FINRA for this NFT dividend distribution. This is the first time that any public company has attempted to distribute a NFT digital asset as a dividend. The Company completed the production and minting of the NFTs as previously disclosed. Unfortunately, this effort has also been met with several regulatory obstructions, and at this time, the Company will suspend the distribution of this dividend, until the regulators progress in their understanding and application of digital assets.

### **Letter of Intent with Lonza Cell & Gene Therapy**

Additionally on July 22, 2021, EV Biologics Corp., announced that it has signed a Letter of Intent (LOI) with Lonza Cell & Gene Therapy for Process Development and Gap Analysis for biomanufacturing of a novel therapeutic composition, comprising extracellular vesicles (EVs) and particles, as well as other secreted factors derived from selected stem/progenitor cells, such as mesenchymal stromal cells (MSCs). Lonza is one of the leading global manufacturers serving the biotechnology and pharmaceutical industries. The Lonza Cell & Gene Therapy division is a leader in biopharmaceutical manufacturing and has invested in the development of EV production and purification processes.

### **Listing on the INX Securities ATS**

On November 11, 2021, "the Company reported via a news release that it has signed an agreement to list its common stock on the INX Securities ATS, a regulated alternative trading system operated by INX Securities, LLC. INX Securities, LLC is the FINRA-member broker-dealer subsidiary of INX Limited. The Company has completed its due diligence and has been approved to list on the INX Securities ATS. The Company's shares will be tokenized and will be available for trading on the Ethereum blockchain, where the practice of "naked short selling" is not possible. The Company has been plagued by this phenomenon, which we believe reduced the value of the Company's stock.

### **Patents and Trademarks**

We currently do not own or license any significant intellectual property, including patent, or copyright, in connection with our operations. On September 11, 2020, EV Biologics Corp. applied for a Trademark with the United States Patent and Trademark Office

### **Issuer's Facilities**

The Company has no facilities other than rented office space. Currently, our office is located at 1621 Central Ave Cheyenne WY 82001. We do not physically occupy or use this office other than to receive mail. Our fiscal year end is December 31; our telephone number is 518-638-8192.

### **7) Company Insiders, Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Daniel Mckinney	Chief Executive Officer, Vice President, Director	Cheyenne, Wyoming	2,500,000	Common	34.6%	
Geoff Armstrong	Secretary, Treasurer	Blaine, Washington	150,000	Common	2.1%	
Curtis Brooks	Director	Wesley Chapel, Florida		Common		
Dr. Jason Sanders	Director	Las Vegas, Nevada	700,000	Common	9.69%	
Coldway Limited LLC (owner) Debra Childers	Shareholder Owner of more than 5%	Katy, Texas	1,042,267	Common	14.43%	

Applicable percentage of ownership is based on 7,225,376 shares outstanding as of December 31, 2021, together with securities exercisable or convertible into common shares within sixty (60) days as of the date hereof for each stockholder.

We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Unless otherwise indicated, the person identified in this table has sole voting and investment power with respect to all shares shown as beneficially owned by him, subject to applicable community property laws.

As of the date of this filing, the Company's current officers and directors are as follows.

The following table includes the names, positions held, and ages of our current executive officers and directors as of December 31, 2021:

NAME	AGE	POSITION	HELD SINCE
Daniel Mckinney	61	Chief Executive Officer, Vice President, Director	October 29, 2018
Geoff Armstrong	79	Secretary, Treasurer	March 10, 2020
Curtis Brooks	71	Director	June 20, 2020
Dr. Jason Sanders	43	Director	August 31, 2020

#### **Daniel Mckinney, President, Vice President, Director**

Daniel McKinney grew up in Hong Kong where he was a pioneer in the exhibitions business in Asia and founded the Hong Kong Gem & Jewelry Show in 1983. Daniel was a primary gemstone manufacturer and wholesaler, when together with the late Gov. John Connelly of Texas, he became partners in one of the largest jewelry manufacturing companies in Asia. In 1998 he bought an 18kg rough sapphire crystal, then led the artistic carving production and named it 'The Millennium Sapphire'. Mr. McKinney has been the CEO and director of numerous public corporations and successfully founded many companies and ventures worldwide over the last 40 years.

#### **Geoff Armstrong, Secretary, Treasurer**

Mr. Armstrong earned his teaching diploma from McGill University, Macdonald College Campus, Montreal Canada, in June 1965; and his B.A. degree from Concordia University in 1967). In September 1990, he began work as a full-time free-lance business writer and photographer for several small publications. From October 1992 began to focus on legal and securities aspects of business writing for a number of publicly

traded corporations and continues to work in this field. Writing assignments have included the preparation of business plans, due diligence reports, news releases, corporate advertising and other promotional material. Currently president of Kouzelne Mesto Ltd., since inception. Kouzelne Mesto Ltd. is a private business services company incorporated in Prague, Czech Republic on April 6, 1995. Kouzelne Mesto Ltd. was organized in order to prepare and assist with the preparation of internal corporate documents for companies worldwide, assist with regulatory compliance and act as liaison with securities attorneys and auditors. Mr. Armstrong is also a published author. Currently, he has three published books in print, including *Moments That Made America*, *Innocence Isn't Enough* and *Songs of the Whale Clan*.

**Dr. Jason Sanders, Director**

Dr. Sanders is a Board-Certified orthopedic surgeon, and a graduate from Harvard University with an honors degree in Biochemical Sciences and a concentration in molecular biochemistry and cellular signaling. Dr. Sanders graduated from the University of Miami School of Medicine in 2002 and was inducted into the Alpha Omega Alpha medical honor society. He completed his residency in orthopedic surgery at the University of Miami/Jackson Memorial Hospital and completed a fellowship in shoulder, elbow and hand surgery. After building a successful subspecialty practice in reconstructive surgery, Dr. Sanders shifted his focus to developing minimally-invasive regenerative techniques. With his holistic view of systemic regeneration, Dr. Sanders has developed innovative techniques using lasers, broadband light and advanced biologics, such as amniotic fluid, mesenchymal stem cells and stem cell exosomes to regenerate multiple organ systems including the musculoskeletal system and the skin. Dr. Sanders is currently involved in continued extracellular vesicles “EV” and exosome technology research and development, physician education and business development.

**Curtis Brooks, Director.**

Curtis Brooks, has founded businesses in the fields of wholesale diamonds; the design, cutting and auctioning of some of the world's finest gems including several of the “Named” Diamonds; he was the Director of International Development of at the time the largest international vertically integrated fine jewelry company in the world. Curtis, also built a financial paper business, a construction and rehab company. Curtis, designed the business model for and helped in finding the funding of a private hedge fund. Curtis, founded several training companies in investing in real estate and in the arbitrage of currencies. Curtis, in his early days, traveled the world buying and selling rare gem and crystal specimens to the world's elite collectors and worked with and sold to most of the prominent Museums of the world including the New York Museum of Natural History, The Smithsonian, Royal Museum of Canada, the Museum of London, National d'Histoire Natural – Paris as well as Harvard, University of Texas, and UCLA to name a few. Curtis is acting as consultant to various regenerative health providers working with extracellular vesicles. Locating and vetting approved labs and Q&A of products for potential use. International financial Management / Marketing and Sales Training and execution of International Sales. Overseeing the potential sale of 7 clinics to a PE firm. Curtis, started addressing boards of banks and investors at the urging of his mentor “Big” John Connally and made a career of standing on stage and delivering to boards, a full array of information or strategic/tactical plans for the future. Curtis' stage time also extensively included training thousands of students around the world in investing for themselves and running their own lives, in both real estate and currency arbitrage through the spot markets. Curtis, resides in the Tampa area. His studies included Business, International Finance, Psychology, Geology and Gemology successively at New Mexico Military Institute, University of Johannesburg, and the Gemological Institute of America where he receive his Graduate Gemologist degree. He is an author and internationally recognized speaker. He co-authored a book with Steve Forbes called, *SuccessOnomic*.

**Employees**

As of the date of this filing, the Company does not participate in any pension contribution plans, medical insurance plans, unemployment insurance plans, personal injury insurance plans, maternity insurance or housing reserve funds.

**8) Legal/Disciplinary History**

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

Response: None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

Response: None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

Response: None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

Response: None

## 9) Legal Proceedings

On July 3, 2019, Yulong Eco-Materials Limited filed Case No. CGC-19-576129 against Ridgeway Smith in the State of California Superior Court, County of San Francisco to recover a stock loan to Smith of \$500,000. The Company and Defendant Smith had entered into a written contract whereby the Company agreed to buy, and Smith agreed to sell, an alleged Michelangelo painting for 7.5 million shares of The Company stock for an agreed upon value of \$75 million. As additional consideration for the sale, The Company orally agreed to provide Smith with a stock loan for \$500,000, which was collateralized by the Company stock issued to Smith. Subsequent to the loan, the agreement for the acquisition of the painting was cancelled and on August 7, 2020, a total of 7,500,000 shares were cancelled and returned to treasury. The lawsuit is ongoing at this time.

### Third Party Providers

Name: Chris Dieterich  
Firm: Dieterich & Associates  
Address 1: 815 Moraga Drive, Suite 207  
Address 2: Los Angeles, California 90049  
Phone: 310-312-6888  
Email: venturelaw@gmail.com

### Accountant or Auditor

Name: Vincent Paragas CPA (Accountant)  
Firm: Private  
Address 1: B7 L12 Camella Springville  
Address 2: Molino Bacoor City Cavite Philippines  
Phone: +63 (939)-927-9059  
Email: vincentbryanparagas@gmail.com

## Investor Relations

Name: Denny Burns  
Firm: NVESTrain  
Address 1: PO Box 362  
Address 2: Tiffin, Ohio 4483  
Phone: (567) 237-4132  
Email: dburns@nvestrain.com

## Other Service Providers:

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

Response: We have no other service providers than those noted above.

## **10) Issuer Certification**

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities in each Quarterly or Annual Report). The certifications shall follow the format below:

I, Daniel Mckinney certify that:

1. I have reviewed this Annual disclosure statement of EV Biologics Corp. (Formerly Yulong Eco-Materials Limited);
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement, and;
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 28, 2022

By: /s/ Daniel Mckinney  
President, Chief Executive Officer

## **EXHIBITS**

The following exhibits are filed with this Annual Report

**Exhibit A: FINANCIAL STATEMENTS**

**Exhibit A: FINANCIAL STATEMENTS**

**EV Biologics Corp.  
(Formerly Yulong Eco-Materials  
Limited) (Expressed in US Dollars)  
December 31, 2021**

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YEAR ENDED December 31, 2021**

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**EV Biologics Corp.**  
(Formerly Yulong Eco-Materials Limited)  
**CONSOLIDATED BALANCE SHEETS**  
**As at December 31, 2021 and 2020**  
*Expressed in US Dollars (\$)*  
(Unaudited)

	2021	2020
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash and cash equivalents	\$600,000	\$102,500
Receivable	\$118,900	\$0
<b>Total Current Assets</b>	<b>\$718,900</b>	<b>\$102,500</b>
NONCURRENT ASSETS:		
Plant and equipment, net	\$6,938,490	\$6,938,490
Intangible assets, net		
Intangible Assets - NFTs	\$19,265,900	\$0
Intangible Assets – Other	\$2,007,289	\$2,007,289
Deferred tax assets - noncurrent	\$0	\$0
Dividends Receivable - NFTs	\$2,410,000	\$0
Long-term deposit	\$0	\$0
<b>Total Noncurrent Assets</b>	<b>\$30,621,679</b>	<b>\$8,945,779</b>
<b>TOTAL ASSETS</b>	<b>\$31,340,579</b>	<b>\$9,048,279</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payables, trade	\$0	\$0
Other Current Liabilities		
Due to Credit Card	\$4,582	\$0
Due to D Mckinney	\$2,325,480	\$1,437,546
Interest Payable - MS Token LLC	\$0	\$0
Notes Payable - Convertible - MS Token LLC	\$21,675,900	\$0
Other payables	\$118,900	\$0
<b>Total Current Liabilities</b>	<b>\$24,124,862</b>	<b>\$1,437,546</b>
STOCKHOLDERS' EQUITY:		
Common stock, \$0.001 par value; issued at December 31, 2021 and December 31, 2020 - 7,225,376 shares	\$7,225	\$7,225
Subscription receivable	\$0	\$0
Additional paid-in capital	\$40,709,440	\$40,709,440
Statutory reserves	\$3,922,228	\$3,922,228
Retained earnings	(\$37,035,478)	(\$36,929,199)
Net loss	(\$387,698)	(\$98,961)
<b>Total Stockholders' Equity</b>	<b>\$7,215,717</b>	<b>\$7,610,733</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$31,340,579</b>	<b>\$9,048,279</b>

*See accompanying notes to the unaudited consolidated financial statements*

**EV Biologics Corp.**  
(Formerly Yulong Eco-Materials Limited)  
**CONSOLIDATED STATEMENTS OF INCOME**  
For the Years Ended December 31, 2021 and 2020  
Expressed in US Dollars (\$)  
(Unaudited)

	2021	2020	For the period (Inception) to December 31, 2021
Revenues	\$118,900	\$0	\$33,443,706
Operating Expenses:			
Selling Expenses	\$0	\$0	\$1,503,060
General and Administrative Expenses	\$118,900	\$98,961	\$23,633,257
Impairment Loss - Fixed assets & CIP	\$0	\$0	\$51,678,175
Impairment Loss - Intangible assets	\$0	\$0	\$2,177,465
Total Operating Expenses	\$118,900	\$98,961	\$78,991,957
Income (Loss) from Operations	\$0	(\$98,961)	(\$45,548,251)
Other Income (Expense), net:			
Bank Charges	\$0	\$0	(\$11,530)
Computer Expenses	\$0	\$0	\$339
Salary Expense - Geoffrey Armstrong	\$36,000	\$0	\$36,000
Healthcare Expense - Jason Sander	\$18,000	\$0	\$18,000
Salary Expense - Jason Sanders	\$260,000	\$0	\$260,000
Office & Administration Expenses	\$24,256	\$0	\$92,575
Subscription Expense - Google	\$0	\$0	\$3,611
Interest Expense - Others	\$0	\$0	(\$2,862,671)
Interest Expense - MS Token LLC	\$0	\$0	\$0
Professional Fees - Legal	\$49,443	\$0	\$6,293
Total Other Expenses, Net	\$387,698	\$0	(\$2,457,383)
Loss Before Taxes	(\$387,698)	(\$98,961)	(\$43,090,868)
Provision for Income taxes	\$0	\$0	\$0
Net Loss	<b>(\$387,698)</b>	<b>(\$98,961)</b>	<b>(\$43,090,868)</b>

*See accompanying notes to the unaudited consolidated financial statements*



**EV Biologics Corp.**  
(Formerly Yulong Eco-Materials Limited)  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**  
**For the Year Ended December 31, 2021**  
*Expressed in US Dollars (\$)*  
(Unaudited)

	<b>Common Stock Shares</b>	<b>Additional Paid in Capital</b>	<b>Retained Earnings (Deficit)</b>	<b>Statutory Reserves</b>	<b>Net Loss</b>	<b>Total Equity</b>
Balance - January 1, 2021	\$7,225	\$40,709,440	(\$36,929,199)	\$3,922,228	(\$98,961)	\$7,610,733
Issuance of Common Stock	\$0	\$0	\$0	\$0	\$0	\$0
Adjustments	\$0	\$0	(\$106,279)	\$0	(\$288,737)	(\$395,016)
Balance - December 31, 2021	<b>\$7,225</b>	<b>\$40,709,440</b>	<b>(\$37,035,478)</b>	<b>\$3,922,228</b>	<b>(\$387,698)</b>	<b>\$7,215,717</b>

**OUTSTANDING SHARES**  
(Unaudited)

Period End Date	12/31/2021	12/31/2020	12/31/2019
Number of Shares Authorized	100,000,000	100,000,000	100,000,000
Number of Shares Outstanding	7,225,376	7,225,376	2,411,070
Total Number of shares per record	21	21	19

*See accompanying notes to the unaudited consolidated financial statements*

**EV Biologics Corp.**  
(Formerly Yulong Eco-Materials Limited)  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Years Ended December 31, 2021 and 2020**  
*Expressed in US Dollars (\$)*  
(Unaudited)

	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	(\$387,698)	(\$98,961)
Adjustments		
Depreciation	\$0	\$0
Change in operating assets and liabilities		
Receivable	(\$118,900)	\$0
Due to Credit Card	\$4,582	\$0
Due to D Mckinney	\$1,085,616	\$1,437,546
Notes Payable-Convertible	\$21,675,900	\$0
Other payables	\$118,900	\$0
Deferred tax benefit	\$0	\$113,000
Written off Bad debts from related parties	\$0	\$1,395,103
Accounts receivable	\$0	\$4,809,003
Deposits and other receivables	\$0	\$1,211,335
Inventories	\$0	(\$220,948)
Advances to suppliers	\$0	(\$180,337)
Prepaid expense	\$0	\$76,503
Construction in progress, net	\$0	\$20,123
Other receivable, noncurrent	\$0	\$15,290,903
Prepayment, net	\$0	\$13,876
Prepaid expense, noncurrent	\$0	(\$50,000)
Accounts payable, trade	\$0	(\$2,230,949)
Other payables and accrued liabilities	\$0	(\$8,816,008)
Customer deposits	\$0	\$664,263
Taxes payable	\$0	(\$1,294,039)
<b>Net cash provided by operating activities</b>	<b>\$22,378,400</b>	<b>\$12,239,374</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Intangible Assets: Intangible Assets - MS Token	(\$19,265,900)	\$0
Dividends Receivable	(\$2,410,000)	\$0
Intangible Assets - Other	\$0	(\$2,007,289)
Interest Payable - MS Token LLC	\$0	\$0
<b>Net cash used in investing activities</b>	<b>(\$21,675,900)</b>	<b>(\$2,007,289)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Additional paid-in capital	\$0	\$0
Common Stock	\$0	\$0
Retained Earnings	\$0	\$0
Statutory reserves	\$0	\$0
Payments of short-term loan - bank	\$0	(\$5,468,399)
Proceeds from (payments to) related parties	\$0	\$0
Principal payments on capital lease obligations	\$0	(\$4,567,039)
Proceeds from issuance of shares	\$0	\$4,814

Net cash provided by (used in) financing activities	<b>\$0</b>	<b>(\$10,030,624)</b>
EFFECT OF EXCHANGE RATE ON CASH	\$0	\$0
CHANGES IN CASH AND CASH EQUIVALENTS	\$702,500	\$102,500
CASH AND CASH EQUIVALENTS, beginning of year	\$102,500	\$0
CASH AND CASH EQUIVALENTS, end of quarter	<b>\$600,000</b>	<b>\$102,500</b>

*See accompanying notes to the unaudited consolidated financial statements*

**SELECTED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)**

December 31, 2021

**1. Basis of Presentation**

The accompanying unaudited interim financial statements of EV Biologics Corp. have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission and should be read in conjunction with the financial statements and notes thereto contained in EV Biologics Corp. Annual Report. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

*Principles of Consolidation*

The consolidated financial statements include only the accounts of EV Biologics Corp. All previously owned subsidiaries have been sold.

**2. Going Concern**

Due to the sale of the Company's former subsidiaries, the original business has been terminated and the principal activities have changed. However, the Company continues to operate. As previously noted, the Company is working to bring human mesenchymal and other stem cell and cell-derived products to market. On December 31, 2021, EV Biologics Corp. had a net loss of \$387,698 and had a working capital deficit of \$23,405,962 and a stockholders' equity of \$7,215,717

**3. Related Party Transactions**

- a) As of December 31, 2021, EV Biologics Corp. owed \$21,954,229 to related parties.
- b) As of December 31, 2021, EV Biologics Corp. owed \$2,325,480 to Daniel McKinney for expense reimbursements.

**4. Commitments**

EV Biologics Corp. has an office in Wyoming USA and does not pay rent.

**5. Subsequent Events**

All events subsequent to the report date have been included in this Annual Report. No additional subsequent events recorded during this period.

**Management's Discussion and  
Analysis or Plan of Operations  
Results of Operations**

*Revenues*

We have generated \$118,900 revenues from our operations during the year ended December 31, 2021.

*Expenses*

We incurred general and administrative and other expenses of \$118,900 for the year ended December 31, 2021, as compared to \$98,961 for the same period in 2020.

*Liquidity and Capital Resources*

As of December 31, 2021, we had a cash balance of \$600,000.

*Cash Provided by (Used in) Operating Activities*

Net cash provided by operating activities was \$22,378,400 for the year ended December 31, 2021. For the same period in 2020, there was net cash provided of \$12,239,374.

*Cash Provided by (Used in) Investing Activities*

Net cash used in investing activities was \$21,675,900 for the year ended December 31, 2021 and cash used in investing activities was \$2,007,289 for the year ended December 31, 2020.

*Cash Provided by (Used in) Financing Activities*

We have funded our business to date from business sales and we have zero cash used/provided during the year ended December 31, 2021 while the same period in 2020 has net cash used of \$10,030,624.

*Off-Balance Sheet Arrangements*

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.