Bio-Matrix Scientific Group, Inc.
Form 10-K/A
April 29, 2016

United States Securities and Exchange Commission

Washington, D.C. 20549

Form 10-K / A

Amendment No. 4

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

For the fiscal year ending September 30, 2015

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

For the transition period from ___________ to ___________.

Commission file number: 0-32201

BIO-MATRIX SCIENTIFIC GROUP, INC.

(Name of small business issuer in its charter)

Delaware	**33-0824714**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4700 Spring Street, Suite 304, La Mesa, California, 91942

(Address of Principal executive offices)

(619) 702-1404

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class to be so Registered:	Name of each exchange on which registered:
None	**None**

Securities registered under Section 12(g) of the Act:

Common Stock, Par Value $.0001

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in the definitive proxy or information statement incorporated by reference in Part III of this Form 10-K or amendment to Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer	Accelerated Filer
Non-accelerated Filer	Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

As of March 31, 2015, the aggregate market value of the issued and outstanding common stock held by non-affiliates of the registrant, based upon the closing price of the common stock, under the symbol "BMSN" as quoted on the OTC market was approximately $1,980,106. For purposes of the statement in the preceding statement, all directors, executive officers and 10% shareholders are assumed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

Number of shares outstanding of the issuer's classes of common stock as of December 29, 2015: 4,889,075,005

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In this annual report, the terms “Bio-Matrix Scientific Group Inc.”, “Company”, “us”, “we”, or “our”, unless the context otherwise requires, mean Bio-Matrix Scientific Group, Inc., a Delaware corporation, and its subsidiaries.

This annual report on Form 10-K and other reports that we file with the SEC contain statements that are considered forward-looking statements. Forward-looking statements give the Company’s current expectations, plans, objectives, assumptions or forecasts of future events. All statements other than statements of current or historical fact contained in this annual report, including statements regarding the Company’s future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “estimate,” “plans,” “potential,” “projects,” “ongoing,” “expects,” “management believes,” “we believe,” “we intend,” and similar expressions. These statement based on the Company’s current plans and are subject to risks and uncertainties, and as such the Company’s actual future activities and results of operations may be materially different from those set forth in the forward looking statements. Any or all of the forward-looking statements in this annual report may turn out to be inaccurate and as such, you should not place undue reliance on these forward-looking statements. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. The forward-looking statements can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and assumptions due to a number of factors, including:

* dependence on key personnel;
* competitive factors;
* degree of success of research and development programs
* the operation of our business; and
* general economic conditions

These forward-looking statements speak only as of the date on which they are made, and except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements contained in this annual report.

EXPLANATORY NOTE:

THIS AMENDMENT NO. 4 TO BIO-MATRIX SCIENTIFIC GROUP, INC'S (THE "COMPANY") FORM 10-K FOR THE PERIOD ENDED SEPTEMBER 30, 2015 ("FORM 10-K") IS BEING FILED SOLELY TO AMEND THE FOLLOWING PORTIONS OF THE FORM 10-K.("ORIGINAL FILING")

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ITEM 9A

SIGNATURES

THE COMPANY HAS NOT MODIFIED OR UPDATED DISCLOSURES PRESENTED IN THE ORIGINAL FILING, EXCEPT AS INDICATED ABOVE. ACCORDINGLY, THIS AMENDMENT DOES NOT REFLECT EVENTS OCCURRING AFTER THE DATE OF THE ORIGINAL FILING AND DOES NOT MODIFY OR UPDATE THOSE DISCLOSURES AFFECTED BY SUBSEQUENT EVENTS, EXCEPT AS SPECIFICALLY REFERENCED HEREIN. INFORMATION NOT AFFECTED BY THE ABOVE AMENDMENTS IS UNCHANGED AND REFLECTS THE DISCLOSURES MADE AT THE TIME OF THE ORIGINAL FILING.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

As of September 30, 2015 we had Cash on Hand of $76,355 and as of September 30, 2014 we had Cash on Hand of $ 502.

The increase in Cash on Hand of approximately 15110% is primarily attributable to:

Payment by Starcity Capital LLC of $52,500 as consideration for that $300,000 convertible promissory note issued to Starcity Capital LLC during the three months ended March 31, 2015

$18,521 lent to Bio Matrix Scientific Group, Inc. by David Koos, the Company's Chairman and Chief Executive Officer during the nine months ended June 30, 2015

$25,650 lent to Regen Biopharma, Inc. by David Koos, the Company's Chairman and Chief Executive Officer during the nine months ended June 30, 2015.

$54,000 lent to the Company by Noteholders during the twelve months ended September 30, 2015

$283,000 lent to Regen Biopharma, Inc. by Noteholders during the twelve months ended September 30, 2015.

$70,000 received by the Company as a result of sale by Bio Matrix Scientific Group, Inc of Bio Matrix Scientific Group, Inc.'s owned common stock of Regen Biopharma, Inc. during the six months ended March 31, 2015.

$775,000 paid to Regen Biopharma, Inc. as a result of issuance of convertible notes during the six months ended March 31, 2015

$90,000 paid to Regen Biopharma, Inc as a result of issuance of convertible notes during the three months ended June 30, 2015

$50,000 paid to Regen Biopharma, Inc. in consideration of sale of equity securities during the quarter ended September 30, 2015

Offset By:

$66,300 of principal indebtedness repaid to the Company's Chairman and Chief Executive Officer by Bio Matrix Scientific Group, Inc. during the twelve months ended September 30, 2015.

$500 of principal indebtedness repaid to third party Noteholders during the twelve months ended September 30, 2015.

Expenses incurred by the Company in the operation of its business and payment of its obligations during the twelve months ended September 30, 2015.

Rental payments paid to Entest Biomedical, Inc. by Regen during the twelve months ended September 30, 2015.

$1,629 loaned to Entest Biomedical, Inc. by the Company during the twelve months ended September 30, 2015.

Expenses incurred by Regen in the operation of its business during the twelve months ended September 30, 2015.

As of September 30, 2015 we had Prepaid Expenses of $25,000 and as of September 30, 2014 we had Prepaid Expenses of $15,000.

The increase in Prepaid Expenses of approximately 67% is attributable to $10,000 of salary prepaid by Regen to Thomas Ichim, Regen's then Chief Scientific Officer.

As of September 30, 2015, we had Notes Receivable of $ 12,051 and as of September 30, 2014 we had Notes Receivable of $10,422.

The increase in Notes Receivable of approximately 16 % is attributable to overpayment of $1,629 of rental charges to Entest Biomedical, Inc. by Regen Biopharma, Inc. which the parties have agreed shall be due and payable to Regen Biopharma, Inc by Entest Biomedical, Inc and which shall bear simple interest at 10% per annum.

As of September 30, 2015 we had Accrued Interest Receivable of $1,381 and as of September 30, 2014 we had Accrued Interest Receivable of $233.

The increase in of Accrued Interest Receivable of approximately 492% is attributable to interest accrued but unpaid during the twelve months ended September 30 , 2015 resulting from amounts due to Regen Biopharma, Inc. by Entest Bio-Medical, Inc.

As of September 30, 2015 we had Securities Available for Sale of $159,720 and as of September 30, 2014 we had Securities Available for Sale of $3,000.

The increase in Securities Available for Sale of 5,224% is primarily attributable to 8,000,000 of the common shares of Entest Biomedical, Inc. issued on behalf of Zander Therapeutics, Inc. ("Zander") in satisfaction of one hundred thousand US dollars ($100,000) to be paid to Regen by Zander as a license initiation fee pursuant to an agreement by and between Zander and the Company.

As of September 30, 2015 we had Bank Overdraft of $0 and as of September 30, 2014 we had Bank Overdraft of $6,137.

The decrease in Bank Overdraft of 100% is attributable to loans made to Regen Biopharma, Inc. during the quarter ended December 31, 2014.

As of September 30, 2015 we had Accounts Payable of $167,977 and as of September 30, 2014 we had Accounts Payable of 158,492.

The increase in Accounts Payable of approximately 6% is primarily attributable to increases in outstanding obligations of the Company and Regen incurred in the course of business.

As of September 30, 2015 we had Notes Payable of $400,336 and as of September 30, 2014 we had Notes Payable of $379,233.

The increase in Notes Payable of approximately 6% is primarily attributable to:

$18,521 lent to Bio Matrix Scientific Group, Inc. by David Koos, the Company's Chairman and Chief Executive Officer during the nine months ended June 30, 2015

$25,650 lent to Regen Biopharma, Inc. by David Koos, the Company's Chairman and Chief Executive Officer during the nine months ended June 30, 2015.

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$54,000 lent to the Company by Noteholders during the twelve months ended September 30, 2015

$283,000 lent to Regen Biopharma, Inc. by Noteholders during the twelve months ended September 30, 2015.

Offset by:

$105,768 of principal indebtedness of Regen Biopharma, Inc. satisfied through the issuance of convertible notes by Regen Biopharma, Inc to the creditors during the three months ended March 31, 2015.

$66,300 of principal indebtedness repaid to the Company's Chairman and Chief Executive Officer by Bio Matrix Scientific Group, Inc. during the twelve months ended September 30, 2015.

$500 of principal indebtedness repaid to third party Noteholders during the twelve months ended September 30, 2015.

The satisfaction of $157,500 of principal indebtedness owed by the Company through the issuance of the Company's equity securities.

The satisfaction of $30,000 of principal indebtedness owed by Regen through the issuance of Regen's equity securities.

As of September 30, 2015 we had Convertible Notes Payable Net of Unamortized Discount of $231,507 and as of September 30, 2014 we had Convertible Notes Payable Net of Unamortized Discount of $97,701.

The increase in Convertible Notes Payable Net of Unamortized Discount of approximately 137% is attributable to:

The issuance by Bio Matrix Scientific Group, Inc of a $300,000 convertible note during the quarter ended March 31, 2015 on which the unamortized discount as of September 30, 2015 is 149,194.

Offset by:

The issuance by Bio Matrix Scientific Group, Inc during the quarter ended March 31, 2015 of 103,030,303 of its common shares in satisfaction of $17,000 of convertible indebtedness.

As of September 30, 2015 we had Accrued Payroll of $738,095 and as of September 30, 2014 we had Accrued Payroll of $587,094.

The increase in Accrued Payroll of approximately 26% is primarily attributable to:

The addition of $35,000 of salaries accrued but unpaid due to David Koos, the Company's Chief Executive Officer, during the three months ended December 31, 2014

The addition of $50,000 of salaries accrued but unpaid due to David Koos, the Company's Chief Executive Officer, during the three months ended March 31, 2015

The addition of $15,000 of salaries accrued but unpaid due to David Koos, the Company's Chief Executive Officer, during the three months ended June 30, 2015

$6,750 of salary accrued during the quarter ended March 31, 2015 but not yet paid due to the Chief Financial Officer of Regen Biopharma, Inc. and $751 of salary accrued during the quarter ended March 31, 2015 but not yet paid due to an employee of Regen Biopharma, Inc.

The addition of $45,000 of salaries accrued but unpaid due to David Koos, the Company's Chief Executive Officer, during the three months ended September 30, 2015

$13,500 of salary accrued during the quarter ended September 30, 2015 but not yet paid due to the Chief Financial Officer of Regen Biopharma, Inc.

Offset By:

The payment of $15,000 of salary previously accrued to Thomas Ichim, the Chief Scientific Officer of Regen Biopharma, Inc., during the three months ended December 31, 2014.

As of September 30, 2015 we had Accrued Interest of $324,750 and as of September 30, 2014 we had Accrued Interest of $271,495.

This increase of approximately 20% is primarily attributable to interest on Notes payable and Convertible Notes payable accrued but unpaid over the year ended September 30, 2015.

As of September 30, 2015 we had Accrued Payroll Tax of $44,485 and as of September 30, 2014 we had Accrued Payroll Tax of $51,117.

This decrease of approximately 13% is primarily attributable to payment by the Company and Regen of employer tax obligations incurred but unpaid.

As of September 30, 2015 we had Accrued Rent of $10,000 and as of September 30, 2014 we had Accrued Rent of $0.

The increase in Accrued Rent is attributable to rental expense incurred by Regen but not paid for the months of August 2015 and September 2015.

Material Changes in Results of Operations

Revenues from continuing operations were $192,000 for the fiscal year ended September 30, 2015 and $0 for the fiscal year ended September 30, 2014 . Net losses were$54,090,319 for the fiscal year ended September 30, 2015 and $2,080,958 for the same year ended 2014.

The increase in Net Loss of approximately 2,499% is primarily attributable to :

The recognition during the year ended September 30, 2015 of an Other than Temporary Impairment of $41,333,361 on common shares of Entest Biomedical, Inc. owned by the Company and classified as Available for Sale securities.

the recognition of $10,133, 872 of expenses recognized during the year ended September 30, 2015 resulting from the issuance for less than fair value of securities in satisfactions of debt as opposed to the recognition of $1,112,230 of expenses recognized during the year ended September 30, 2014 resulting from the issuance for less than fair value of securities in satisfactions of debt.

the recognition of $58,000 of Rental Expenses incurred during the year ended September 30, 2015.

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the recognition of $150,806 of interest expense attributable to amortization of discount of beneficial conversion feature recognized on convertible notes issued during the year ended September 30, 2015.

recognition of $247,500 of expense recognized in connection with the issuance of a $300,000 convertible note pursuant to a legal settlement during the three months ended March 31, 2015.

increases in Research and Development Related expenses, General and Administrative Expenses, and Interest Expense

Offset by :

the recognition of Revenue in the amount of $192,000 and Interest Income in the amount of $1,148.

As of September 30, 2015 we had $76,355 cash on hand and current liabilities of $1,923,150 such liabilities consisting of Accounts Payable, Notes Payable, Convertible Notes Payable Net of Unamortized Discount and Accrued Expenses. We feel we will not be able to satisfy our cash requirements over the next twelve months and shall be required to seek additional financing.

The Company plans to meet cash needs through applying for governmental and non-governmental grants as well as selling its securities for cash. Management has yet to decide what type of offering the Company will use or how much capital the Company will raise. There is no guarantee that the Company will be able to raise any capital through any type of offerings. Management can give no assurance that any governmental or non-governmental grant will be obtained by the Company despite the Company's best efforts. As of February 19, 2014 The Company has identified the National Heart Lung and Blood Institute Clinical Trial Pilot Studies (R34) grant which provides up to $450,000 in funding over a period of three years as well as the Omnibus Solicitation of the NIH for Small Business Technology Transfer Grant Applications administered by the Small Business Innovation Research (SBIR) program of the National Institute of Health as grants for which the Company intends to apply.

We cannot assure that we will be successful in obtaining additional financing necessary to implement our business plan. We have not received any commitment or expression of interest from any financing source that has given us any assurance that we will obtain the amount of additional financing in the future that we currently anticipate. For these and other reasons, we are not able to assure that we will obtain any additional financing or, if we are successful, that we can obtain any such financing on terms that may be reasonable in light of our current circumstances. During the nine months ended June 30, 2015 Regen raised $865,000 through the issuance of convertible debt. All principal convertible debt issued by Regen has been converted into equity as of June 30, 2015. During the three months ended September 30, 2015 Regen raised $50,000 through the issuance of equity securities.

As of December 29, 2015 we are not party to any binding agreements which would commit Regen to any material capital expenditures.

Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Bio-Matrix Scientific Group, Inc.

We have audited the accompanying balance sheets of Bio-Matrix Scientific Group, Inc. as of September 30, 2015 and 2014, and the related statements of operations, comprehensive income (loss), stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended September 30, 2015. Bio-Matrix Scientific Group, Inc's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bio-Matrix Scientific Group, Inc. as of September 30, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 12 of the accompanying financial statements, the 2015 and 2014 consolidated financial statements have been restated to correct an error.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 4 to the financial statements, the Company has minimal revenues, has negative working capital at September 30, 2015, has incurred recurring losses and recurring negative cash flow from operating activities which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 4. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Seale and Beers, CPAs

Seale and Beers, CPAs

Las Vegas, Nevada

January 4, 2016, except for Note 12, as to which the date is April 27, 2016

BIOMATRIX SCIENTIFIC GROUP, INC.
CONSOLIDATED BALANCE SHEET

	As of September 30, 2015 (as restated)	As of September 30, 2014
ASSETS		
CURRENT ASSETS		
Cash	76,355	502
Prepaid Expenses	25,000	15,000
Note Receivable	12,051	10,422
Interest Receivable	1,381	233
Total Current Assets	114,787	26,157
OTHER ASSETS		
Deposits	4,200	4,200
Available for Sale Securities	159,720	3,000
Total Other Assets	163,920	7,200
TOTAL ASSETS	278,707	33,357
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	167,977	158,492
Notes Payable	400,336	379,233
Bank Overdraft	0	6,137
Accrued Payroll	738,095	587,094
Accrued Payroll Taxes	44,485	51,117
Accrued Interest	324,750	271,495
Accrued Rent	10,000	
Accrued Expenses	5,000	5,000
Convertible Note Payable Net of Unamortized Discount	231,507	97,701
Due to Affiliate	0	0
Due to Subsidiary Shareholder	0	
Current portion, note payable to affiliated party	1,000	1,000
Total Current Liabilities	1,923,150	1,557,269
Total Liabilities		1,557,269
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred Stock ($.0001 par value) 20,000,000 shares authorized; 20,000,000 shares authorized; 2,063,821 issues and outstanding as of September 30 2015 and September 30, 2014	207	207

Series AA Preferred ($0.0001 par value) 100,000 shares authorized 94,852 issued and outstanding as of September 30, 2015 and September 30, 2014	9	9
Series AAA Preferred ($0.0001 par value) 1,000,000 shares authorized 40,000 shares issued and outstanding as of September 30, 2015 and September 30, 2014	4	4
Series B Preferred Shares ($.0001 par value) 2,000,000 shares authorized; 725,409 issued and outstanding as of September 30, 2014 and September 30,2015 respectively	73	73
Common Stock ($.0001 par value) 5,000,000,000 shares authorized; 4,232,931,345 and 3,079,900,942 issued and outstanding as of September 30, 2015 and September 30, 2014 respectively	423,292	307,989
Non Voting Convertible Preferred Stock ($1 Par value) 200,000 shares authorized; 0 shares issued and outstanding as of September 30, 2015 and September 30, 2014	0	0
Additional Paid in capital	29,004,809	16,510,439
Contributed Capital	509,355	509,355
Retained Earnings (Deficit)	(31,628,963)	22,461,356
Accumulated Other Comprehensive Income (Loss)	(35,280)	(41,333,361)
Total Stockholders' Equity (Deficit)Biomatrix Scientific Group, Inc.	(1,726,494)	(1,543,929)
Noncontrolling Interest in subsidiary	82,050	20,017
Total Stockholders' Equity	(1,644,444)	(1,523,912)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	278,707	33,357

The Accompanying Notes are an Integral Part of These Financial Statements

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BIO MATRIX SCIENTIFIC GROUP,INC
CONSOLIDATED STATEMENT OF OPERATIONS

	Year ended 9/30/2015 (as restated)	Year ended 9/30/2014
REVENUES	192,000	0
COST AND EXPENSES		
Research and Development	282,295	23,867
General and Administrative	1,430,553	599,234
Consulting and Professional Fees	587,470	246,214
Rent	58,071	0
Total Costs and Expenses	2,358,389	869,315
OPERATING LOSS	(2,166,389)	(869,315)
OTHER INCOME & (EXPENSES)		
Interest Income	1,148	233
Interest Expense	(56,063)	(35,136)
Other Income:		
Loss on Settlement of Debt through Equity Issuance below Fair value	(942,015)	(1,112,230)
Loss on Settlement of Debt through Issuance of Common Shares of Regen Biopharma, Inc. below fair value	(9,191,857)	0
Interest Expense attributable to amortization of discount	(150,806)	0
Expense Related to issuance of Convertible Debt to Star City	(247,500)	0
Preferred Shares of Regen Biopharma, Inc. issued pursuant to contractual obligations	(3,475)	0
Other than Temporary Impairment		
Available for Sale Securities	(41,333,361)	
Other Income	0	490
Other Expenses	0	(65,000)
Total Other Income & (Expense)	(51,923,929)	(1,211,643)
NET INCOME (LOSS)	(54,090,319)	(2,080,958)
Less: (Net Income) Loss attributable to noncontrolling interes in Regen Biopharma, Inc.	8,977,733	226,234
NET INCOME (LOSS) available to common shareholders	(45,112,586)	(1,854,724)
BASIC AND FULLY DILUTED EARNINGS (LOSS)	$ (0.016)	(0.001)
Weighted average number of shares outstanding	2,855,088,489	2,865,048,153

The Accompanying Notes are an Integral Part of These Financial Statements

BIO-MATRIX SCIENTIFIC GROUP, INC.
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year Ended September 30, 2014	2015 (as restated)
Net Income (Loss)	$(2,080,958)	$(54,090,319)
Add:		
Unrealized Gains on Securities		—
Less:		
Unrealized Losses on Securities	(4,000)	(35,280)
Total Other Comprehensive Income (Loss)	(4,000)	(35,280)
Comprehensive Income	$(2,084,958)	$(54,125,599)

The Accompanying Notes are an Integral Part of These Financial Statements

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BIO-MATRIX SCIENTIFIC GROUP, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended September 30, 2015	Year Ended September 30, 2014
	(as restated)	(as restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (loss)	(54,090,319)	(2,080,958)
Adjustments to reconcile net Income to net cash (used in) provided by operating activities:		
Stock issued by licensee to subsidiary in payment of services	(192,000)	
Stock issued for services rendered by consultants		26,180
Stock issued for interest		3,570
Stock issued for expenses		48,000
Interest Expense attributable to amortization of discount	150,806	
Additional paid in Capital	1,010,650	300,000
Loss on Settlement of Debt through Equity Issuance	10,133,872	1,112,230
Impairment on Available for Sale Securities	41,333,361	
Changes in operating assets and liabilities:		
(Increase) decrease in prepaid expenses	(10,000)	
Increase (Decrease) in Accounts Payable	9,484	19,920
Increase (Decrease) in Accrued Expenses	207,624	12,397
Increase (Decrease) in bank Overdraft	(6,137)	6,137
(Increase) Decrease in Interest Receivable	(1,148)	(233)
Increase (Decrease) in Due to Affiliate		(34,895)
(Increase) Decrease in Note Receivable	(1,629)	(10,422)
Net Cash Provided by (Used in) Operating Activities	(1,455,436)	(598,074)
CASH FLOWS FROM FINANCING ACTIVITIES		
Preferred Stock issued for Cash		100,000
Stock in subsidiary sold for cash	50,000	—
Principal borrowings (repayments) on notes and Convertible Debentures	208,603	316,862
Principal borrowings (repayments) on Convertible Debentures	1,272,686	
(Increase) Decrease in Deferred Financing Costs		65,000
Net Cash Provided by (Used in) Financing Activities	1,531,289	481,862
Net Increase (Decrease) in Cash	75,854	(116,212)
Cash at Beginning of Period	502	116,714
Cash at End of Period	76,355	502

Supplemental Disclosure of Noncash investing and financing activities:

Common Shares Issued for Debt	157,500	158,000
Common Shares of Regen Biopharma, inc. Issued for Debt	1,002,686	

The Accompanying Notes are an Integral Part of These Financial Statements

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BIO-MATRIX SCIENTIFIC GROUP INC. AND SUBSIDIARIES
Consolidated Statements of Stockholders' Equity
For the Years Ended September 30, 2014 and 2015

		Series AA Preferred		**Series B Preferred**		**Series AAA Preferred**		**Preferred**	
		Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Balance September 30, 2013		94,852	9	725,409	73	40,000	4	2,063,821	207
10/14/2013	Common Shares issued for Debt								
11/4/2013	Common Shares issued to Consultant								
11/13/2013	Common Shares issued for Debt								
12/5/2013	Common Shares issued for Debt								
12/5/2013	Common Shares issued to vendor								
10/14/2013	Common Stock of subsidiary issued for Cash at $1.00 per share								
11/15/2013	Common Stock of subsidiary issued for Cash at $1.00 per share								
12/12/2013	Common Stock of subsidiary issued for Cash at $1.00 per share								
	Loss recognized on issuance of shares for less than Fair Value								
	Net Loss October 1 2013 to December 31 2013								
	Accumulated Other								

	Comprehensive Income (Loss)								
	Noncontrolling interest recognized								
Balance December 31, 2013		94,852	9	725,409	73	40,000	4	2,063,821	207
1/23/2014	Common Stock issued for Debt								
1/28/2014	Common Stock issued for Debt								
	Loss recognized on issuance of shares for less than Fair Value								
	Net Loss January 1 2014 to March 31 2014								
	Accumulated Other Comprehensive Income (Loss)								
	Noncontrolling interest recognized								
Balance March 31, 2014									
	Net Loss January 1 2014 to March 31 2014								
	Accumulated Other Comprehensive Income (Loss)								
	Noncontrolling interest recognized								
Balance June 30, 2014		94,852	9	725,409	73	40,000	4	2,063,821	207
7/1/2014	Common Shares issued for cash								
8/12/2014	Common Shares issued to consultant								
8/18/2014	Common Stock issued for Debt								
8/27/2014	Common Stock issued for Debt								
	Loss recognized on issuance of								

	shares for less than fair value								
	Net Loss July 1 2014 to September 30 2014								
	Accumulated Other Comprehensive Income (Loss)								
	Noncontrolling interest recognized								
Balance September 30, 2014		94,852	9	725,409	73	40,000	4	2,063,821	207
10/1/2014	Common Shares issued for debt								
10/9/2014	Common Shares issued for debt								
10/31/2014	Common Shares issued for debt								
12/09/2014 issuance 100m to Sherm $10,000 of debt	Common Shares issued for debt								
12/29/2014	Common Shares issued for debt								
	sale of owned and issued shares of Regen Biopharma, Inc. during quarter ended 12/31/2015								
10/30/2014	Shares of subsidiary issued to consultant								
	Net Loss October 1, 2014 to December 31, 2014								
	Accumulated Other Comprehensive Income (Loss)								
	Loss on issuance of securities for less than fair value during the quarter ended 12/31/2014								
	Noncontrolling interest								

	recognized								
Balance December 31, 2014		94,852	9	725,409	73	40,000	4	2,063,821	207
2/10/2015	Common Shares issued for debt								
2/27/2015	Common Shares issued for debt								
	sale of owned and issued shares of Regen Biopharma, Inc. during quarter ended 3/31/2015								
3/6/2015	Common Shares of subsidiary issued for services								
3/6/2015	Common Shares of subsidiary issued for services								
3/6/1015	Common Shares of subsidiary issued for debt								
3/9/2015	Common Shares of subsidiary issued for debt								
3/17/2015	Common Shares of subsidiary issued for debt								
3/26/2015	Common Shares of subsidiary issued for debt								
	Preferred Shares of subsidiary issued for Purchase of Patent								
3/17/2015	Preferred Shares of subsidiary issued pursuant to contractual obligations								
3/26/2015	Preferred Shares of subsidiary issued to Consultants for Services								
	Recognition of Beneficial								

	Conversion Feature, Convertible Note								
	Loss due to issuance of securities for less than fair value recognized during the quarter ended 3/31/2015								
	Noncontrolling interest recognized								
	Accumulated Other Comprehensive Income (Loss)								
	Regen Restricted Stock Award compensation expense recognized during Quarter ended March 31, 2015								
	Net Loss January 1 2015 to March 31 2015								
Balance March 31, 2015		94,852	9	725,409	73	40,000	4	2,063,821	207
4/13/2015	Common Stock issued for Debt								
4/14/2015	common Shares of subsidiary issued for debt								
4/14/2015	Preferred Shares of subsidiary issued pursuant to contractual obligations								
5/12/2104	Common Shares of subsidiary issued for Debt								
5/18/2015	Common Shares of subsidiary issued for Debt								
5/19/2015	Preferred Shares of subsidiary issued to Consultants for Services								
5/19/2015									

	Common Shares of subsidiary issued for Debt								
5/19/2015	Preferred Shares of subsidiary issued pursuant to contractual Obligations								
	Loss due to issuance of securities for less than fair value recognized during the quarter ended 6/30/2015								
	Regen Restricted Stock Award compensation expense recognized during Quarter ended June 30, 2015								
	Noncontrolling interest recognized								
	Accumulated Other Comprehensive Income (Loss)								
	Net Loss April 1 2015 to June 30 2015								
Balance June 30, 2015		94,852	9	725,409	73	40,000	4	2,063,821	207
7/1/2015	Common Shares of subsidiary issued for services								
8/17/2015	Common Shares of subsidiary issued for services								
8/19/2015	Preferred Shares of subsidiary issued for services								
9/18/2015	Common Shares of subsidiary issued for cash								
9/18/2015	Preferred Shares of subsidiary issued for cash								
	Regen Restricted Stock Award								

	compensation expense recognized during Quarter ended September 30, 2015								
	Loss due to issuance of securities for less than fair value recognized during the quarter ended 9/30/2015								
	Noncontrolling interest recognized								
	Accumulated Other Comprehensive Income (Loss)								
	Recognition of Other than Temporary Impairment Available for Sale securities								
	Net Loss July 1 2015 to September 30 2015								
Balance September 30, 2015		94,852	9	725,409	73	40,000	4	2,063,821	207

The accompanying Notes are an integral part of these Financial Statements

BIO-MATRIX SCIENTIFIC GROUP, INC.

Notes to consolidated Financial Statements

As of September 30, 2015

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Bio-Matrix Scientific Group, Inc. (“Company”) was organized October 6, 1998, under the laws of the State of Delaware as Tasco International, Inc.

From October 6, 1998 to June 3, 2006 its activities have been limited to capital formation, organization, and development of its business plan to provide production of visual content and other digital media, including still media, 360-degree images, video, animation and audio for the Internet.

On July 3, 2006 the Company abandoned its efforts in the field of digital media production when it acquired 100% of the share capital of Bio-Matrix Scientific Group, Inc., a Nevada corporation, (“BMSG”) for consideration consisting of 10,000,000 shares of the common stock of the Company and the cancellation of 10,000,000 shares of the Company owned and held by John Lauring.

As a result of this transaction, the former stockholder of BMSG held approximately 80% of the voting capital stock of the Company immediately after the transaction. For financial accounting purposes, this acquisition was a reverse acquisition of the Company by BMSG under the purchase method of accounting, and was treated as a recapitalization with BMSG as the acquirer. Accordingly, the financial statements have been prepared to give retroactive effect to August 2, 2005 (date of inception), of the reverse acquisition completed on July 3, 2006, and represent the operations of BMSG.

Through its controlled subsidiary, Regen BioPharma, Inc., the Company intends to engage primarily in the development of regenerative medical applications which we intend to license from other entities up to the point of successful completion of Phase I and or Phase II clinical trials after which we would either attempt to sell or license those developed applications or, alternatively, advance the application further to Phase III clinical trials The Company holds 18.3% of the equity and 70% of the voting power of Regen BioPharma, Inc.

A. BASIS OF ACCOUNTING

The financial statements have been prepared using the basis of accounting generally accepted in the United States of America. Under this basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred. The Company has adopted a September 30 year-end.

B. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Bio-Matrix Scientific Group, inc., a Delaware corporation, Bio Matrix Scientific Group, Inc, a Nevada corporation and a wholly owned subsidiary ("BMSG"), Regen BioPharma, Inc., a Nevada corporation and controlled subsidiary (Regen) and Entest BioMedical, Inc., ("Entest"), a Nevada corporation which was a majority owned subsidiary up to February 3, 2011. Significant inter-company transactions have been eliminated.

C. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles 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 reporting period. All estimates are of a normal, recurring nature and are required for the fair presentation of the financial statements. Actual results could differ from those estimates.

D. CASH EQUIVALENTS

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

E. PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost. Maintenance and repairs are expensed in the year in which they are incurred. Expenditures that enhance the value of property and equipment are capitalized.

F. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. A fair value hierarchy requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's financial instruments as of September 30, 2015 consisted of Securities Available for Sale consisting of 8066667 shares of Entest Biomedical, Inc and a Note Receivable from Entest Biomedical, Inc. for $12,051 . The fair value of Securities Available for sale as of September 30, 2015 were valued according to the Level 1 input. The carrying amount of the financial instruments is equal to the fair value as determined by the Company. The fair value of the Note Receivable was valued according to Level 3 input.

G. INCOME TAXES

The Company accounts for income taxes using the liability method prescribed by ASC 740, “Income Taxes.” Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

The Company applied the provisions of ASC 740-10-50, “Accounting For Uncertainty In Income Taxes”, which provides clarification related to the process associated with accounting for uncertain tax positions recognized in our financial statements. Audit periods remain open for review until the statute of limitations has passed. The completion of review or the expiration of the statute of limitations for a given audit period could result in an adjustment to the Company’s liability for income taxes. Any such adjustment could be material to the Company’s results of operations for any given quarterly or annual period based, in part, upon the results of operations for the given period. As of September 30, 2015 the Company had no uncertain tax positions, and will continue to evaluate for uncertain positions in the future.

The Company generated a deferred tax credit through net operating loss carry forward. However, a valuation allowance of 100% has been established.

Interest and penalties on tax deficiencies recognized in accordance with ACS accounting standards are classified as income taxes in accordance with ASC Topic 740-10-50-19.

H. BASIC EARNINGS (LOSS) PER SHARE

The Financial Accounting Standards Board (FASB) issued Accounting Standards Codification (ASC) 260, "Earnings Per Share", which specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. ASC 260 requires the presentation of basic earnings (loss) per share and diluted earnings (loss) per share. The Company has adopted the provisions of ASC 260 effective from inception.

Basic net loss per share amounts is computed by dividing the net income by the weighted average number of common shares outstanding. All options and convertible debt outstanding has an anti-dilutive effect on the EPS, therefore Diluted Earnings per Share are the same as basic earnings per share.

I. ADVERTISING

Costs associated with advertising are charged to expense as incurred. Advertising expenses were $0 and $0 for the quarter ended September 30, 2015 and the year ended September 30, 2014 respectively.

J. REVENUE RECOGNITION

Sales of products and related costs of products sold are recognized when: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred; (iii) the price is fixed or determinable; and (iv) collectability is reasonably assured. These terms are typically met upon the prepayment or invoicing and shipment of products.

The Company determines the amount and timing of royalty revenue based on its contractual agreements with intellectual property licensees. The Company recognizes royalty revenue when earned under the terms of the agreements and when the Company considers realization of payment to be probable. Where royalties are based on a percentage of licensee sales of royalty-bearing products, the Company recognizes royalty revenue by applying this percentage to the Company’s estimate of applicable licensee sales. The Company bases this estimate on an analysis of each licensee’s sales results. Where warranted, revenue from licensees for contractual obligations such as License Initiation Fees are recognized upon satisfaction of all conditions required to be satisfied in order for that revenue to have been earned by the Company.

NOTE 2. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-10, which eliminated certain financial reporting requirements of companies previously identified as "Development Stage Entities" (Topic 915). The amendments in this ASU simplify accounting guidance by removing all incremental financial reporting requirements for development stage entities. The amendments also reduce data maintenance and, for those entities subject to audit, audit costs by eliminating the requirement for development stage entities to present inception-to-date information in the statements of income, cash flows, and shareholder equity. Early application of each of the amendments is permitted for any annual reporting period or interim period for which the entity's financial statements have not yet been issued (public business entities) or made available for issuance (other entities). Upon adoption, entities will no longer present or disclose any information required by Topic 915. The Company has adopted this standard.

The following accounting standards updates were recently issued and have not yet been adopted by us. These standards are currently under review to determine their impact on our consolidated financial position, results of operations, or cash flows.

In May 2014, FASB issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. The revenue recognition standard affects all entities that have contracts with customers, except for certain items. The new revenue recognition standard eliminates the transaction-and industry-specific revenue recognition guidance under current GAAP and replaces it with a principle-based approach for determining revenue recognition. Public entities are required to adopt the revenue recognition standard for reporting periods beginning after December 15, 2016, and interim and annual reporting periods thereafter. Early adoption is not permitted for public entities. The Company has reviewed the applicable ASU and has not, at the current time, quantified the effects of this pronouncement, however it believes that there will be no material effect on the consolidated financial statements.

In June 2014, FASB issued Accounting Standards Update (ASU) No. 2014-12 Compensation — Stock Compensation (Topic 718), Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. A performance target in a share-based payment that affects vesting and that could be achieved after the requisite service period should be accounted for as a performance condition under Accounting Standards Codification (ASC) 718, Compensation — Stock Compensation. As a result, the target is not reflected in the estimation of the award's grant date fair value. Compensation cost would be recognized over the required service period, if it is probable that the performance condition will be achieved. The guidance is effective for annual periods beginning after 15 December 2015 and interim periods within those annual periods. Early adoption is permitted. The Company has reviewed the applicable ASU and has not, at the current time, quantified the effects of this pronouncement, however it believes that there will be no material effect on the consolidated financial statements.

In August 2014, FASB issued Accounting Standards Update (ASU) No. 2014-15 Preparation of Financial Statements – Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. Under generally accepted accounting principles (GAAP), continuation of a reporting entity as a going concern is presumed as the basis for preparing financial statements unless and until the entity's liquidation becomes imminent. Preparation of financial statements under this presumption is commonly referred to as the going concern basis of accounting. If and when an entity's liquidation becomes imminent, financial statements should be prepared under the liquidation basis of accounting in accordance with Subtopic 205-30, Presentation of Financial Statements—Liquidation Basis of Accounting. Even when an entity's liquidation is not imminent, there may be conditions or events that raise substantial doubt about the entity's ability to continue as a going concern. In those situations, financial statements should continue to be prepared under the going concern basis of accounting, but the amendments in this Update should be followed to determine whether to disclose information about the relevant conditions and events. The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The Company will evaluate the going concern considerations in this ASU, however, at the current period, management does not believe that it has met the conditions which would subject these financial statements for additional disclosure.

On January 31, 2013, the FASB issued Accounting Standards Update [ASU] 2013-01, entitled Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The guidance in ASU 2013-01 amends the requirements in the FASB Accounting Standards Codification [FASB ASC] Topic 210, entitled Balance Sheet. The ASU 2013-01 amendments to FASB ASC 210 clarify that ordinary trade receivables and receivables in general are not within the scope of ASU 2011-11, entitled Disclosure about Offsetting Assets and Liabilities, where that ASU amended the guidance in FASB ASC 210. As those disclosures now are modified with the ASU 2013-01 amendments, the FASB ASC 210 balance sheet offsetting disclosures now clearly are applicable only where reporting entities are involved with bifurcated embedded derivatives, repurchase agreements, reverse repurchase agreements, and securities borrowing and lending transactions that either are offset using the FASB ASC 210 or 815 requirements, or that are subject to enforceable master netting arrangements or similar agreements. ASU 2013-01 is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this ASU is not expected to have a material impact on our financial statements.

On February 28, 2013, the FASB issued Accounting Standards Update [ASU] 2013-04, entitled Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date. The ASU 2013-04 amendments add to the guidance in FASB Accounting Standards Codification [FASB ASC] Topic 405, entitled Liabilities and require reporting entities to measure obligations resulting from certain joint and several liability arrangements where the total amount of the obligation is fixed as of the reporting date, as the sum of the following:

The amount the reporting entity agreed to pay on the basis of its arrangement among co-obligors.

Any additional amounts the reporting entity expects to pay on behalf of its co-obligors.

While early adoption of the amended guidance is permitted, for public companies, the guidance is required to be implemented in fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments need to be implemented retrospectively to all prior periods presented for obligations resulting from joint and several liability arrangements that exist at the beginning of the year of adoption. The adoption of ASU 2013-04 is not expected to have a material effect on the Company’s operating results or financial position.

On April 22, 2013, the FASB issued Accounting Standards Update [ASU] 2013-07, entitled Liquidation Basis of Accounting. With ASU 2013-07, the FASB amends the guidance in the FASB Accounting Standards Codification [FASB ASC] Topic 205, entitled Presentation of Financial Statements. The amendments serve to clarify when and how reporting entities should apply the liquidation basis of accounting. The guidance is applicable to all reporting entities, whether they are public or private companies or not-for-profit entities. The guidance also provides principles for the recognition of assets and liabilities and disclosures, as well as related financial statement presentation requirements. The requirements in ASU 2013-07 are effective for annual reporting periods beginning after December 15, 2013, and interim reporting periods within those annual periods. Reporting entities are required to apply the requirements in ASU 2013-07 prospectively from the day that liquidation becomes imminent. Early adoption is permitted. The adoption of ASU 2013-07 is not expected to have a material effect on the Company’s operating results or financial position.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company’s management has not determined whether implementation of such standards would be material to its financial statements.

NOTE 3. OPTIONS AND WARRANTS

As of September 30, 2015 the Company has no options or warrants outstanding.

NOTE 4. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Exclusive of a onetime non-cash gain of $312,237 recognized upon the deconsolidation of Entest Biomedical, Inc., the Company generated net losses of $31,316,257 excluding $663,649 of Equity in Net Losses of Entest Biomedical, Inc. recognized) during the period from August 2, 2005 (inception) through September 30, 2015. This condition raises substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Management plans to raise additional funds by offering securities for cash.

During the quarter ended March 31, 2015 Regen Biopharma Inc. raised $775,000 through the issuance of convertible debt.

During the quarter ended June 30, 2015 Regen Biopharma Inc. raised $90,000 through the issuance of convertible debt.

During the quarter ended September 30, 2015 Regen Biopharma, Inc. raised $50,000 through the issuance of 333,333 units of securities of Regen Biopharma, Inc. ("Units") with each Unit consisting of 2 common shares and one share of Regen Biopharma, Inc.'s Series A Preferred Stock .

NOTE 5. INCOME TAXES

As of September 30, 2015

Deferred tax assets:	
Net operating tax carry forwards	$ 10,647,527
Other	-0-
Gross deferred tax assets	10,647,527
Valuation allowance	(10,647,527
Net deferred tax assets	$ -0-

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As of September 30, 2015 the Company has a Deferred Tax Asset of 10,647,527 completely attributable to net operating loss carry forwards of approximately $31,316,257 (which expire 20 years from the date the loss was incurred) consisting of

(a) $38,616, of Net Operating Loss Carry forwards acquired in the reverse acquisition of BMSG and

(b) $31,277,641 attributable to Bio-Matrix Scientific Group, Inc. a Delaware corporation, BMSG and Regen.

Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carry forwards are expected to be available to reduce taxable income. The achievement of required future taxable income is uncertain. In addition, the reverse acquisition of BMSG has resulted in a change of control. Internal Revenue Code Sec 382 limits the amount of income that may be offset by net operating loss (NOL) carryovers after an ownership change. As a result, the Company has the Company recorded a valuation allowance reducing all deferred tax assets to 0.

Income tax is calculated at the 34% Federal Corporate Rate.

NOTE 6. RELATED PARTY TRANSACTIONS

As of September 30, 2015 the Company is indebted to David Koos, the Company's Chairman and Chief Executive Officer, in the amount of $141,286. These loans and any accrued interest are due and payable at the demand of Mr. Koos and bear simple interest at the rate of 15% per annum.

As of September 30, 2015 Regen is indebted to David Koos, the Company's Chairman and Chief Executive Officer, in the amount of $50. These loans and any accrued interest are due and payable at the demand of Mr. Koos and bear simple interest at the rate of 15% per annum.

The Company utilizes approximately 2,300 square feet of office space at 4700 Spring Street, Suite 304, La Mesa California, 91941 subleased to Regen by Entest BioMedical, Inc. on a month to month basis beginning October 1, 2014. The Chief Executive Officer of Entest Biomedical Inc. is David R. Koos who also serves as the Chief Executive Officer of the Company. The sublease is on a month to month basis and rent payable to Entest Biomedical, Inc. by Regen Biopharma Inc is equal to $5,000 per month, As of September 30, 2015 Entest Biomedical, Inc. is indebted to Regen in the amount of $12,051. $12,051lent by Regen to Entest Biomedical, Inc . is due and payable at the demand of the holder and bear simple interest at a rate of 10% per annum.

On June 23, 2015 Regen Biopharma, Inc. entered into an agreement (“Agreement”) with Zander Therapeutics, Inc. (“Zander”) whereby Regen Biopharma, Inc. granted to Zander an exclusive worldwide right and license for the development and commercialization of certain intellectual property controlled by Regen Biopharma, Inc. (“ License IP”) for non-human veterinary therapeutic use for a term of fifteen years. Zander is a wholly owned subsidiary of Entest Biomedical, Inc.

Pursuant to the Agreement, Zander shall pay to Regen Biopharma, Inc. one-time, non-refundable, upfront payment of one hundred thousand US dollars ($100,000) as a license initiation fee which must be paid within 90 days of June 23, 2015 and an annual non-refundable payment of one hundred thousand US dollars ($100,000) on the first anniversary of the effective date of the Agreement and each subsequent anniversary.

The abovementioned payments may be made, at Zander’s discretion, in cash or newly issued common stock of Zander or in common stock of Entest BioMedical Inc. valued as of the lowest closing price on the principal exchange upon which said common stock trades publicly within the 14 trading days prior to issuance.

Pursuant to the Agreement, Zander shall pay to Regen Biopharma, Inc. royalties equal to four percent (4%) of the Net Sales , as such term is defined in the Agreement, of any Licensed Products, as such term is defined in the Agreement, in a Quarter.

Pursuant to the Agreement, Zander will pay Regen Biopharma, Inc. ten percent (10%) of all consideration (in the case of in-kind consideration, at fair market value as monetary consideration) received by Zander from sublicensees (excluding royalties from sublicensees based on Net Sales of any Licensed Products for which Regen Biopharma, Inc. receives payment pursuant to the terms and conditions of the Agreement).

Zander is obligated pay to Regen Biopharma, Inc. minimum annual royalties of ten thousand US dollars ($10,000) payable per year on each anniversary of the Effective Date of this Agreement, commencing on the second anniversary of June 23, 2015. This minimum annual royalty is only payable to the extent that royalty payments made during the preceding 12-month period do not exceed ten thousand US dollars ($10,000).

The Agreement may be terminated by Regen Biopharma, Inc.:

If Zander has not sold any Licensed Product by ten years of the effective date of the Agreement or Zander has not sold any Licensed Product for any twelve (12) month period after Zander’s first commercial sale of a Licensed Product.

The Agreement may be terminated by Zander with regard to any of the License IP if by five years from the date of execution of the Agreement a patent has not been granted by the United States patent and Trademark Office to Regen Biopharma, Inc. with regard to that License IP.

The Agreement may be terminated by Zander with regard to any of the License IP if a patent that has been granted by the United States patent and Trademark Office to Regen Biopharma, Inc. with regard to that License IP is terminated.

The Agreement may be terminated by either party in the event of a material breach by the other party.

On September 28, 2015 Zander caused to be issued to Regen Biopharma, Inc. 8,000,000 of the common shares of Entest Biomedical, Inc in satisfaction of one hundred thousand US dollars ($100,000) to be paid to Regen Biopharma, Inc. by Zander as a license initiation fee. Regen Biopharma, Inc. recognized revenue of $192,000 equivalent to the fair value of 8,000,000 of the common shares of Entest Biomedical, Inc as of the date of issuance.

David R. Koos serves as sole officer and director of both Zander and Entest Biomedical, Inc. and also serves as Chairman and Chief Executive Officer of Regen Biopharma, Inc..

NOTE 7. NOTES PAYABLE AND CONVERTIBLE NOTES PAYABLE

	September 30, 2014
Bio Technology Partners Business Trust (Company)	35,000
David R. Koos (Company)(Note 6)	189,065
David R. Koos (Regen)(Note 6)	30,168
The Sherman family Trust	125,000
Total	$379,233

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	September 30, 2015
Bio Technology Partners Business Trust (Company)	$14,000
Bio Technology Partners Business Trust (Regen)	$84,000
David R. Koos (Company)(Note 6)	$141,286
David R. Koos (Regen)(Note 6)	$50
The Sherman family Trust	$2,000
Bostonia Partners (Company)	$40,000
Bostonia Partners (Regen)	$119,000
Total	$400,336

Amounts due to the Biotechnology Partners Business Trust. are due and payable at the demand of the holder and bear simple interest at a rate of 10% per annum. These amount was loaned pursuant to a Line of Credit Promissory Note issued by Regen in the maximum amount of $500,000 or so much thereof as may be disbursed to, or for the benefit of the Borrower by Lender in Lender's sole and absolute discretion and pursuant to a Line of Credit Promissory Note issued by the Company in the maximum amount of $700,000 or so much thereof as may be disbursed to, or for the benefit of the Borrower by Lender in Lender's sole and absolute discretion.

All loans to the Company and Regen made by David R. Koos are due and payable at the demand of Koos and bear simple interest at a rate of 15% per annum. These amount was loaned pursuant to a Line of Credit Promissory Note issued by Regen in the maximum amount of $700,000 or so much thereof as may be disbursed to, or for the benefit of the Borrower by Lender in Lender's sole and absolute discretion and pursuant to a Line of Credit Promissory Note issued by the Company in the maximum amount of $700,000 or so much thereof as may be disbursed to, or for the benefit of the Borrower by Lender in Lender's sole and absolute discretion.

All amounts due to the Sherman Family Trust bear no interest and are due and payable, in whole or in part, at the option of the holder. These amount was loaned pursuant to a Line of Credit Promissory Note issued by the Company in the maximum amount of $700,000 or so much thereof as may be disbursed to, or for the benefit of the Borrower by Lender in Lender's sole and absolute discretion.

$60,000 lent to Regen Biopharma, Inc. by Bostonia Partners is due and payable September 16, 2016 and bear simple interest at a rate of 10% per annum

$59,000 lent to Regen Biopharma, Inc. by Bostonia Partners is due and payable September 22, 2016 and bear simple interest at a rate of 10% per annum.

$40,000 lent to the Company by Bostonia Partners is due and payable September 2, 2016 and bear simple interest at a rate of 10% per annum.

As of September 30, 2015 the weighted average interest rate on all debt due and payable in one year or less was 11.7%
As of September 30, 2014 the weighted average interest rate on all debt due and payable in one year or less was 9.5%

CONVERTIBLE NOTES PAYABLE SEPTEMBER 30, 2015

$50,000	Scott Levine
$10,000	Mike and Ofie Weiner
$18,400	Mike and Ofie Weiner
$2,301	Bio Technology Partners Business Trust
$300,000	Star City Capital, LLC
$380,701	Total

$300,000 due and payable to Starcity Capital LLC (“Note”) bears no interest, is payable on April1, 2016 and permits conversion at the Holder’s option into common shares of the Company under the following terms and conditions:

The Holder of the Note is entitled, at its option, at any time after 180 days after March 27, 2015 to convert all or any amount of the principal face amount of this Note then outstanding into shares of the Company's common stock (the "Common Stock") at a price ("Conversion Price") for each share of Common Stock equal to the greater of

(iii) fifty five percent (55%) (the "Discount") of the lowest closing bid price for the Company's common stock during the five (5) trading days immediately preceding a conversion date, as reported by Bloomberg (the "Closing Bid Price") ("Initial Conversion Price") or

(iv) $0.0001.

Upon :

(i) a transfer of all or substantially all of the assets of the Company to any person in a single transaction or series of related transactions,

(ii) a reclassification, capital reorganization or other change or exchange of outstanding shares of the Common Stock, or

(iii) any consolidation or merger of the Company with or into another person or entity in which the Company is not the surviving entity (other than a merger which is effected solely to change the jurisdiction of incorporation of the Company and results in a reclassification, conversion or exchange of outstanding shares of Common Stock solely into shares of Common Stock) then, in each case, Holder may convert the unpaid principal amount of this Note into shares of Common Stock immediately prior to such event at the Conversion Price.

other than as provided in (i), (ii) and(ii) above, the Holder shall not have the right to convert its debt into shares which, when added to such Holder's other holdings in the Company stock, shall have caused such Holder to hold more than 9.99% of the Company's outstanding common stock.

The issuance of the Note amounted in a beneficial conversion feature of $300,000 which is amortized under the Interest Method over the life of the Note.

The amount by which the instrument's as converted value exceeds the principal amount as of September 30, 2015 is $245,454.

$50,000 due and payable to Scott Levine bears simple interest at 12% per annum and is convertible into common shares of the company at $0.15 per share. The instrument became due and payable on November 14, 2009. No demand for payment has been made.

$10,000 due and payable to Mike and Ofie Weiner bears simple interest at 12% per annum and is convertible into common shares of the company at $0.15 per share. The instrument became due and payable on March 3 , 2010. No demand for payment has been made.

$18,400 due and payable to Mike and Ofie Weiner bears simple interest at 12% per annum and is convertible into common shares of the company at $0.15 per share. The instrument became due and payable on December 28, 2009. No demand for payment has been made.

$2,301 due and payable to Bio Technology Partners Business Trust bears simple interest at 12% per annum and is convertible into common shares of the company at $0.15 per share. The instrument became due and payable on November 26, 2009. No demand for payment has been made.

As of September 30, 2014 the unamortized discount on convertible notes outstanding is $0.

As of September 30, 2015 the unamortized discount on convertible notes outstanding is $ 149,193.

CONVERTIBLE NOTES ISSUED BY REGEN BIOPHARMA, INC.

During the quarter ended March 31, 2015 Regen Biopharma, Inc. issued Convertible Notes (“Notes”) with an aggregate face value of $882,686 . Consideration for these Notes consisted of:

(a) $775,000 cash and

(b) Satisfaction of $107,686 of existing indebtedness:

Each Note becomes due and payable at the demand of the Lender at any time after one year subsequent to the issuance date and bears simple interest at 10% per annum payable quarterly at the demand of the Lender.

All or part of the principal and accrued but unpaid interest is convertible at any time at the demand of the Lender into the Common Shares of Regen at a price per share (“Conversion Price”) equivalent to a 65% discount to the lowest Trading Price (as defined below) for the Common Shares during the thirty (30) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the conversion date. “Trading Price” means the closing bid price on the Over-the-Counter Bulletin Board, or applicable trading market (the “OTCQB”) as reported by a reliable reporting service (“Reporting Service”) designated by the Lender (i.e. Bloomberg) or, if the OTCQB is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded or, if no closing bid price of such security is available in any of the foregoing manners, the average of the closing bid prices of any market makers for such security that are listed in the “pink sheets” by the National Quotation Bureau, Inc. If the Trading Price cannot be calculated for such security on such date in the manner provided above, the Trading Price shall be the fair market value as mutually determined by Regen and the Lender. “Trading Day” shall mean any day on which the Common Shares are tradable for any period on the OTCQB, or on the principal securities exchange or other securities market on which the Common Shares are then being traded. “Trading Volume” shall mean the number of shares traded on such Trading Day as reported by such Reporting Service. The Conversion Price shall be equitably adjusted for stock splits, stock dividends, rights offerings, combinations, recapitalization, reclassifications, extraordinary distributions and similar events by Regen relating to the Lender’s securities. Principal and interest may be prepaid in part or in full by Regen on not less than three Trading Days prior written notice to the Lender.

Upon expiration of the six month holding specified in Rule 144(d) promulgated under the Securities Act of 1933, Regen , at the request of the Lender, shale remove sale restrictions on one sixth (1/6) of the shares that resulted from conversions made through the issuance of this Note , each month, for a period of six months, with all restrictions being removed by Regen Biopharma, Inc. by the expiration of the six month subsequent to expiration of the aforementioned Rule 144 holding period.

If the Lender converts principal into Common Stock of Regen on or prior to 180 days from the issuance of the Note the Lender shall receive one share of Preferred Series “A” Stock of Regen Biopharma, Inc. for each share of Common Stock received through conversion.

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All Notes were fully converted during the quarter ended March 31, 2015. 31,539,262 common shares of Regen were issued to the Convertible Noteholders in satisfaction of the convertible indebtedness. 31,538,862 of Regen Biopharma, Inc.'s Series A Preferred shares were issued to Noteholders pursuant to the terms and conditions of the Notes.

Regen Biopharma, Inc. analyzed the conversion feature of the Notes for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the embedded conversion feature should be classified as a liability due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion features. ASC 815-15 requires that the conversion features are bifurcated and separately accounted for as an embedded derivative contained in Regen Biopharma, Inc.'s convertible debt. The embedded derivative is carried on the balance sheet at fair value. Any unrealized change in fair value, as determined at each measurement period, is recorded as a component of the income statement and the associated carrying amount on the balance sheet is adjusted by the change.

Regen Biopharma, Inc. values the embedded derivative using the Black-Scholes pricing model and an aggregate derivative liability of $2,368,685 was recognized by Regen Biopharma, Inc.. This liability was eliminated prior to the end of Regen Biopharma, Inc.'s second quarter as a result of the full conversion of all Notes prior to the end of Regen Biopharma, Inc.'s second quarter.

During the quarter ended June 30, 2015 the Regen Biopharma, Inc. issued Convertible Notes ("Notes") with an aggregate face value of $90,000 . Consideration for these Notes consisted of $90,000.

All or part of the principal and accrued but unpaid interest is convertible at any time at the demand of the Lender into the Common Shares of Regen at a price per share ("Conversion Price") equivalent the lower of (1) a 65% discount to the lowest Trading Price (as defined below) for the Common Shares during the thirty (30) Trading Day (as defined below) period ending on the latest complete Trading Day prior to the conversion date. "Trading Price" means the closing bid price on the Over-the-Counter Bulletin Board, or applicable trading market (the "OTCQB") as reported by a reliable reporting service ("Reporting Service") designated by the Lender (i.e. Bloomberg) or, if the OTCQB is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded or, if no closing bid price of such security is available in any of the foregoing manners, the average of the closing bid prices of any market makers for such security that are listed in the "pink sheets" by the National Quotation Bureau, Inc. If the Trading Price cannot be calculated for such security on such date in the manner provided above, the Trading Price shall be the fair market value as mutually determined by Regen and the Lender. "Trading Day" shall mean any day on which the Common Shares are tradable for any period on the OTCQB, or on the principal securities exchange or other securities market on which the Common Shares are then being traded. "Trading Volume" shall mean the number of shares traded on such Trading Day as reported by such Reporting Service. The Conversion Price shall be equitably adjusted for stock splits, stock dividends, rights offerings, combinations, recapitalization, reclassifications, extraordinary distributions and similar events by Regen relating to the Lender's securities.

Or

(2) $0.03 per share

Principal and interest may be prepaid in part or in full by Regen on not less than three Trading Days prior written notice to the Lender.

Upon expiration of the six month holding specified in Rule 144(d) promulgated under the Securities Act of 1933, Regen , at the request of the Lender, shall remove sale restrictions on one sixth (1/6) of the shares that resulted from conversions made through the issuance of this Note , each month, for a period of six months, with all restrictions being removed by the Company by the expiration of the six month subsequent to expiration of the aforementioned Rule 144 holding period.

If the Lender converts principal into Common Stock of Regen on or prior to 180 days from the issuance of the Note the Lender shall receive one share of Preferred Series “A” Stock of the Company for each share of Common Stock received through conversion.

During the quarter ended June 30, 2015 the Regen issued 3,214,285 of its common shares in satisfaction of the abovementioned convertible notes and 3,214,285 shares of its Series A Preferred stock in accordance with the terms and conditions of abovementioned convertible notes.

Regen Biopharma, Inc. analyzed the conversion feature of the Notes for derivative accounting consideration under ASC 815-15 “Derivatives and Hedging” and determined that the embedded conversion feature should be classified as a liability due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion features. ASC 815-15 requires that the conversion features are bifurcated and separately accounted for as an embedded derivative contained in Regen Biopharma, Inc.’s convertible debt. The embedded derivative is carried on the balance sheet at fair value. Any unrealized change in fair value, as determined at each measurement period, is recorded as a component of the income statement and the associated carrying amount on the balance sheet is adjusted by the change.

Regen values the embedded derivative using the Black-Scholes pricing model and an aggregate derivative liability of $350,666 was recognized by the Company in connection with $90,000 of convertible notes payable issued during the quarter ended June 30, 2015. This liability was eliminated prior to the end of Regen’s third quarter as a result of the full conversion of these convertible noted prior to the end of Regen’s third quarter.

NOTE 8. STOCKHOLDERS' EQUITY

The stockholders' equity section of the Company contains the following classes of capital stock as of September 30, 2015:

Preferred stock, $0.0001 par value; 20,000,000 shares authorized:

2,063,821 Preferred Shares, par value $0.0001, issued and outstanding.

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series B Preferred Stock owned by such holder times one (1).

On any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Preferred Stock shall receive, out of assets legally available for distribution to the Company's stockholders, a ratable share in the assets of the Corporation.

94,852 Series AA Preferred Shares, par value $0.0001, issued and outstanding.

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Series AA Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series AA Preferred Stock owned by such holder times ten thousand (10,0000).

On any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series AA Preferred Stock shall receive, out of assets legally available for distribution to the Company's stockholders, a ratable share in the assets of the Corporation.

40,000 Series AAA Preferred Shares, par value $0.0001, issued and outstanding.

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Series AA Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series AA Preferred Stock owned by such holder times one hundred thousand (100,0000).

On any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series AA Preferred Stock shall receive, out of assets legally available for distribution to the Company's stockholders, a ratable share in the assets of the Corporation.

725,409 Series B Preferred Shares, Par Value $0.0001, issued and outstanding.

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Series B Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series B Preferred Stock owned by such holder times two (2).

On any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series B Preferred Stock shall receive, out of assets legally available for distribution to the Company's stockholders, a ratable share in the assets of the Corporation.

Non Voting Convertible Preferred Stock, $1.00 Par value, 200,000 shares authorized, 0 shares issued and outstanding

Each Non Voting Convertible Preferred Stock shall convert at the option of the holder into shares of the corporation’s common stock at a conversion price equal to seventy percent (70%) of the lowest Closing Price for the five (5) trading days immediately preceding written receipt by the corporation of the holder’s intent to convert.

“CLOSING PRICE" shall mean the closing bid price for the corporation’s common stock on the Principal Market on a Trading Day as reported by Bloomberg Finance L.P.

“PRINCIPAL MARKET" shall mean the principal trading exchange or market for the corporation’s common stock.

“TRADING DAY” shall mean a day on which the Principal Market shall be open for business.

On any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Non Voting Convertible Preferred shall receive, out of assets legally available for distribution to the Company's stockholders, a ratable share in the assets of the Corporation.

Common stock, $ 0.0001 par value; 5,000,000,000 shares authorized: 4,232,931,245 shares issued and outstanding.

With respect to each matter submitted to a vote of stockholders of the Corporation, each holder of Common Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Common Stock owned by such holder times one (1).

NOTE 9. COMMITMENTS AND CONTINGENCIES

On April 12, 2013 a complaint (Complaint) was filed in the U.S. District Court Southern District of the State of new York against the Company, the Company’s Chairman and Does 1-50 by Star city Capital, LLC (“Plaintiff”) alleging securities fraud, common law fraud, negligent misrepresentation, breach of fiduciary duties and breach of contract in connection with the issuance of. The Plaintiff is also request declaratory relief from the Court.

The action arises from the issuance and subsequent cancellation of 103,030,303 of the company's common shares in satisfaction of $17,000 of convertible indebtedness of the Company held by the Plaintiff. The Plaintiff alleges that a cancellation notice sent by them to the Company's transfer agent was meant to instruct the Transfer Agent simply to cancel the physical certificate in order that an equivalent number of shares may be transferred via DWAC to the Plaintiff's stockbroker for the benefit of the Plaintiff. DWAC is the acronym for Deposit/Withdrawal At Custodian. The DWAC transaction system run by The Depository Trust Company (a.k.a. DTC or CEDE & CO) permits brokers and custodial banks, the DTC participants, to request the movement of shares to or from the issuer's transfer agent electronically. A DWAC results in the crediting or debiting of shares to or from DTC's book-entry account on the records of the issuer maintained by the transfer agent.

The Company believes that the cancellation notice sent by the Plaintiff clearly represents a cancellation of the conversion notice itself.

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The convertible indebtedness held by the Plaintiff was convertible at Holder's demand into the common shares of the Company's stock at a conversion price per share equal to 55% (the "Discount") of the lowest closing bid price for the Company's common stock during the 5 trading days immediately preceding a conversion date, as reported by Bloomberg (the "Closing Bid Price"); provided that if the closing bid price for the common stock on the date in which the conversion shares are deposited into Holder's brokerage account and confirmation has been received that Holder may execute trades of the conversion shares (Clearing Date) is lower than the Closing Bid Price, then the purchase price for the conversion shares would be adjusted such that the Discount shall be taken from the closing bid price on the Clearing Date, and the Company shall issue additional shares to Purchaser to reflect such adjusted Purchase Price("Reset"). The Company and the Plaintiff had agreed on a limitation on conversion equal to 9.99% of the Company's outstanding common stock.

On February 2, 2015 Plaintiff and the Company entered into a Settlement Agreement and Mutual General Release to fully and finally resolve the aforementioned legal action pursuant to the following terms and conditions:

(a) Within seven business days of the Company's transfer agent's receipt of an appropriate opinion of counsel, the Company shall deliver to Starcity or its designee or assignee (which designation or assignment shall be provided in writing) via DWAC, 103,030,303 of the common shares of the Company , it being the agreement of the parties that such issuance shall constitute full and complete satisfaction of $17,000 due to Starcity by the Company.

(b) The Company shall deliver to Starcity a non interest bearing Convertible Note in the face amount of $300,000 ("Note") due and payable April 1, 2016.

The Holder of this Note is entitled, at its option, at any time after 180 days after the date that consideration of $52,500 is paid to the Company to convert all or any amount of the principal face amount of this Note then outstanding into shares of the Company's common stock (the "Common Stock") at a price ("Conversion Price") for each share of Common Stock equal to the greater of

(i) fifty five percent (55%) (the "Discount") of the lowest closing bid price for the Company's common stock during the five (5) trading days immediately preceding a conversion date, as reported by Bloomberg (the "Closing Bid Price") ("Initial Conversion Price") or

(ii) $0.0001.

Other than as provided in 5(p) of the Note), the Holder shall not have the right to convert its debt into shares which, when added to such Holder's other holdings in the Company stock, shall have caused such Holder to hold more than to hold more than 9.99% of the Company's outstanding common stock. Section 5(p) of the Note states that:

Upon :

(i) a transfer of all or substantially all of the assets of the Company to any person in a single transaction or series of related transactions,

(ii) a reclassification, capital reorganization or other change or exchange of outstanding shares of the Common Stock, or

(iii) any consolidation or merger of the Company with or into another person or entity in which the Company is not the surviving entity (other than a merger which is effected solely to change the jurisdiction of incorporation of the Company and results in a reclassification, conversion or exchange of outstanding shares of Common Stock solely into shares of Common Stock)

then, in each case, Holder may convert the unpaid principal amount of this Note into shares of Common Stock immediately prior to such event at the Conversion Price.

In the event that Starcity fails to fund the Note by making a payment of $52,500 to the Company on or before April 1, 2015, the Company's obligations under this Note shall be terminated, cancelled and relinquished.

On August 21, 2012 the Company entered into a settlement funding agreement with Princeton Research, Inc. and Jan Vandersande (collectively the "PRI Parties") which obligates the Company to pay the PRI Parties $1,000 a month over thirty months.

The Company utilizes approximately 2,300 square feet of office space at 4700 Spring Street, Suite 304, La Mesa California, 91941 subleased to Regen Biopharma, Inc. by Entest BioMedical, Inc. on a month to month basis beginning October 1, 2014. The Chief Executive Officer of Entest Biomedical Inc. is David R. Koos who also serves as the Chief Executive Officer of Regen and the Company. The sublease is on a month to month basis and rent payable to Entest Biomedical, Inc. by Regen Biopharma Inc is equal to $5,000 per month.

On March 20, 2015 Regen Biopharma, Inc. agreed to sublease 199 square feet of laboratory space located at 5310 Eastgate Mall, San Diego, CA 92121 from Human BioMolecular Research Institute ("Sublease Agreement"). Pursuant to the terms of the Sublease Agreement Regen Biopharma, Inc. will pay rent of $400 per month to Human BioMolecular Research Institute ("HBRI") .. The term of the sublease shall be from March 9, 2015 to September 8, 2015 (a period of 6 months) and will automatically renew thereafter for the same 6 month term unless written notice is received by HBRI within 60 days prior to renewal. Regen Biopharma, Inc. terminated its sublease with Human BioMolecular Research Institute

On March 20, 2015 Regen Biopharma, Inc entered into a Research Agreement with HBRI wherein HBRI agreed to provide a variety of professional, scientific and technical services for the proper conduct of research by Regen Biopharma, Inc. and also to make available certain research equipment to Regen Biopharma, Inc. The term of the agreement shall be from March 9, 2015 to September 8, 2015 (a period of 6 months) and will automatically renew thereafter for the same 6 month term unless written notice is received by HBRI within 60 days prior to renewal. As consideration Regen Biopharma, Inc shall pay a monthly fee of $2,700 to HBRI over the term of the agreement. Regen Biopharma, Inc. terminated the aforementioned agreement with Human BioMolecular Research Institute.

NOTE 10. INVESTMENT SECURITIES

As of the quarter ending September 30, 2012 the Company reclassified 66,667 (retroactively adjusted for reverse stock split.) common shares of Entest Biomedical, Inc. as Securities Available for Sale from Securities Accounted for under the Equity Method.

On September 28, 2015 Zander Theraputics, Inc. caused to be issued to Regen Biopharma, Inc. 8,000,000 of the common shares of Entest Biomedical, Inc in satisfaction of one hundred thousand US dollars ($100,000) to be paid to Regen Biopharma, Inc. by Zander Theraputics, Inc as a license initiation fee.

As of September 30, 2015 the Company recognized an other than temporary impairment of $41,333,361 on 8,066,667 Common Shares of Entest Biomedical, Inc.

The Company concluded that such impairment should be recognized based primarily due to:

(a) History of recurring losses for Entest Biomedical, Inc.

(b) Large percentage decline in fair value during the Company's period of ownership

The common shares of Entest Biomedical, Inc described above constitute the Company's sole investment securities as of September 30, 2015.

8,066,667 Common Shares of Entest Biomedical, Inc.

Basis	Fair Value	Total Unrealized Losses in Other Comprehensive Income	Net Unrealized Gain or (Loss)realized during the year ended September 31, 2015
41,528,361	159,720	(35,280)	(35,280)

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NOTE 11. STOCK TRANSACTIONS

BIO-MATRIX SCIENTIFIC GROUP, INC.:

During the fiscal year ended September 30, 2015 the Company issued 1,153,030,303 Common Shares in satisfaction of $174,500 of indebtedness.

REGEN BIOPHARMA, INC.

Common Stock

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 666,666 Common Shares for cash proceeds of $33,333.

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 1,425,808 Common Shares valued at $307,956 for services .

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 25,000,000 Common Shares as Restricted Stock Awards to employees.

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 35,753,547 Common Shares in satisfaction of $1,003,575 of indebtedness.

Series A Preferred Stock

On March 11, 2015 stock dividend of 10,395,217 Series A Preferred shares was paid to Regen Biopharma, Inc.'s common shareholders of record as of March 10, 2015. Common shareholders received one share of Series A Preferred Stock for every 10 shares of Regen Biopharma, Inc. common Stock owned as of the Record Date.

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 10,000,000 Series A Preferred shares as Restricted Stock Awards to employees.

On March 17, 2015 Regen Biopharma, Inc. issued 1,000,000 shares of its Series A Preferred Stock to Thomas Ichim, Regen Biopharma, Inc.'s Chief Scientific Officer, as partial consideration for the sale to Regen Biopharma, Inc. by Ichim of all right, title, and interest in and to the certain invention (hereinafter "Invention") entitled "Gene Silencing of the Brother of the Regulator of Imprinted Sites" for which a U.S. Patent Number, 8,263,571, issued by the United States Patent and Trademark Office on September 11, 2011

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 34,753,547 shares of its Series A Preferred Stock in accordance with the terms and conditions of convertible notes issued.

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 4,500,00 shares of its Series A Preferred Stock for services .

During the year ended September 30, 2015 Regen Biopharma, Inc. issued 333,333 shares of its Series A Preferred Stock for cash proceeds of $16,667

NOTE 12. RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

Subsequent to the original issuance of the Company's annual consolidated financial statements, the Company determined that:

An other than temporary impairment of $41,333,361 on 8,066,667 Common Shares of Entest Biomedical, Inc. owned by the Company should be recognized as of September 30, 2015 due to the following factors:

(a) History of recurring losses for Entest Biomedical, Inc.
(b) Large percentage decline in fair value during the Company's period of ownership

The line Items "Increase in Additional Paid in Capital" and "Loss on Settlement of Debt through Equity issuance" are to be categorized as "Adjustments to reconcile net Income to net cash (used in) provided by operating activities" in the Company's statement of cash flow.

The following tables reflect the corrections:

BIOMATRIX SCIENTIFIC GROUP, INC.
CONSOLIDATED BALANCE SHEET

	As of September 30, 2015	Adjustments	As of September 30, 2015
	As originally Reported		Restated
ASSETS			
CURRENT ASSETS			
Cash	76,355		76,355
Prepaid Expenses	25,000		25,000
Note Receivable	12,051		12,051
Interest Receivable	1,381		1,381
Total Current Assets	114,787		114,787
OTHER ASSETS			
Deposits	4,200		4,200
Available for Sale Securities	159,720		159,720
Total Other Assets	163,920		163,920
TOTAL ASSETS	278,707		278,707
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts Payable	167,977		167,977
Notes Payable	400,336		400,336
Bank Overdraft	0		0
Accrued Payroll	738,095		738,095
Accrued Payroll Taxes	44,485		44,485
Accrued Interest	324,750		324,750
Accrued Rent	10,000		10,000
Accrued Expenses	5,000		5,000
Convertible Note Payable Net of Unamortized Discount	231,507		231,507
Due to Affiliate	0		0
Due to Subsidiary Shareholder	0		0
Current portion, note payable to affiliated party	1,000		1,000
Total Current Liabilities	1,923,150		1,923,150
Total Liabilities			
STOCKHOLDERS' EQUITY (DEFICIT)			
Preferred Stock ($.0001 par value) 20,000,000 shares authorized;			

20,000,000 shares authorized; 2063821 issues and outstanding as of September 30 2015	207		207
Series AA Preferred ($0.0001 par value) 100,000 shares authorized 94,852 issued and outstanding as of September 30, 2015	9		9
Series AAA Preferred ($0.0001 par value) 1,000,000 shares authorized 40,000 shares issued and outstanding as of September 30, 2015	4		4
Series B Preferred Shares ($.0001 par value) 2,000,000 shares authorized; 725,409 issued and outstanding as of and September 30,2015	73		73
Common Stock ($.0001 par value) 5,000,000,000 shares authorized; 4,232,931,345 issued and outstanding as of September 30, 2015	423,292		423,292
Non Voting Convertible Preferred Stock ($1 Par value) 200,000 shares authorized; 0 shares issued and outstanding as of September 30, 2015	0		0
Additional Paid in capital	29,004,809		29,004,809
Contributed Capital	509,355		509,355
Retained Earnings (Deficit)	9,704,398	(41,333,361)	(31,628,963)
Accumulated Other Comprehensive Income (Loss)	(41,368,641)	41,333,361	(35,280)
Total Stockholders' Equity (Deficit)Biomatrix Scientific Group, Inc.	(1,726,494)		(1,726,494)
Noncontrolling Interest in subsidiary	82,050		82,050
Total Stockholders' Equity	(1,644,444)		(1,644,444)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	278,707		278,707

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BIO MATRIX SCIENTIFIC GROUP, INC
CONSOLIDATED STATEMENT OF OPERATIONS

	Year ended 9/30/2015 As originally presented	Adjustments	Year ended 9/30/2015 Restated
REVENUES	192,000		192,000
COST AND EXPENSES			
Research and Development	282,295		282,295
General and Administrative	1,430,553		1,430,553
Consulting and Professional Fees	587,470		587,470
Rent	58,071		58,071
Total Costs and Expenses	2,358,389		2,358,389
OPERATING LOSS	(2,166,389)		(2,166,389)
OTHER INCOME & (EXPENSES)			
Interest Income	1,148		1,148
Interest Expense	(56,063)		(56,063)
Other Income			
Loss on Settlement of Debt through Equity Issuance below Fair value	(942,015)		(942,015)
Loss on Settlement of Debt through issuance of Common Shares of Regen Biopharma, Inc. below fair value	(9,191,857)		(9,191,857)
Interest Expense attributable to amortization of discount	(150,806)		(150,806)
Expense Related to issuance of Convertible Debt to Star City	(247,500)		(247,500)
Preferred Shares of Regen Biopharma, Inc. issued pursuant to contractual obligations	(3,475)		(3,475)
Other than Temporary Impairment Available for Sale Securities		(41,333,361)	(41,333,361)
Other Income	0		0
Other Expenses	0		0
Total Other Income & (Expense)	(10,590,568)		(51,923,929)
NET INCOME (LOSS)	(12,756,958)	(41,333,361)	(54,090,319)
Less:			
(Net Income) Loss attributable to noncontrolling interest Regen Biopharma, Inc.	8,977,733		8,977,733
	(3,779,225)	(41,333,361)	(45,112,586)

NET INCOME (LOSS) available to common shareholders			
BASIC AND FULLY DILUTED EARNINGS (LOSS)	$(0.001)	$(0.015)	$(0.016)
Weighted average number of shares outstanding	2,855,088,489		2,855,088,489

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BIO MATRIX SCIENTIFIC GROUP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended September 30, 2015 As Previously Reported	Adjustments	Year Ended September 30, 2015 Restated	Year Ended September 30, 2014 As Previously Reported	Adjustments	Year Ended September 30, 2014 Restated
CASH FLOWS FROM OPERATING ACTIVITIES						
Net Income (loss)	(12,756,958)	(41,333,361)	(54,090,319)	(2,080,958)		(2,080,958)
Adjustments to reconcile net Income to net cash (used in) provided by operating activities:						
Stock issued by licensee to subsidiary in payment of services	(192,000)		(192,000)			
Stock issued for services rendered by consultants				26,180		26,180
Stock issued for interest				3,570		3,570
Stock issued for expenses				48,000		48,000
Interest Expense attributable to amortization of discount	150,806		150,806			
Impairment of Available for sale Securities		41,333,361	41,333,361			
Additional Paid in Capital		1,010,650	1,010,650		300,000	300,000
Loss on Settlement of Debt through Equity issuance		10,133,872	10,133,872		1,112,230	1,112,230
Changes in operating assets and liabilities:						
(Increase) decrease in prepaid expenses	(10,000)		(10,000)			
Increase (Decrease) in Accounts Payable	9,484		9,484	19,920		19,920
Increase (Decrease) in Accrued Expenses	207,624		207,624	12,397		12,397
Increase (Decrease) in bank Overdraft	(6,137)		(6,137)	6,137		6,137
(Increase) Decrease in Interest Receivable	(1,148)		(1,148)	(233)		(233)
Increase (Decrease) in Due to Affiliate				(34,895)		(34,895)
	(1,629)		(1,629)	(10,422)		(10,422)

(Increase) Decrease in Note Recievable						
Net Cash Provided by (Used in) Operating Activities	(12,599,958)	11,144,522	(1,455,435)	(2,010,304)	1,412,230	(598,074)
CASH FLOWS FROM FINANCING ACTIVITIES						
Preferred Stock issued for Cash				100,000		100,000
Common Stock issued for cash						
Common Stock issued for Debt						
Common Stock issued for Accrued Salaries						
Preferred Stock issued for Accrued Salaries						
Common Stock issued pursuant to Contractual Obligations						
Additional paid in Capital	1,010,650	(1,010,650)	0	300,000	(300,000)	0
Increase (Decrease) in due to shareholder	0					
Stock in subsidiary sold for cash	50,000		50,000			
Principal borrowings (repayments) on notes and Convertible Debentures	208,603		208,603	316,862		316,862
Principal borrowings (repayments) on Convertible Debentures	1,272,686		1,272,686			
(Increase) Decrease in Deferred Financing Costs				65,000		65,000
Loss on Settlement of Debt through Equity Issuance	10,133,872	(10,133,872)	0	1,112,230	(1,112,230)	0
Net Cash Provided by (Used in) Financing Activities	12,675,811	(11,143,982)	1,531,289	1,894,092	(1,412,230)	481,863
Net Increase (Decrease) in Cash	75,853		75,853	(116,212)		(116,212)
Cash at Beginning of Period	502		502	116,714		116,714
Cash at End of Period	76,355		76,355	502		502
Supplemental Disclosure of Noncash investing and financing activities:						
	$157,500		157,500	158,000		158,000

Common Shares Issued for Debt				
Common Shares of Regen Biopharma, inc. Issued for Debt	$1,002,686	1,002,686		
Cash paid for Interest	$0	0	0	0
Cash paid for Income tax	$0	0	0	0

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NOTE 13. SUBSEQUENT EVENTS

On October 2, 2015 the Company issued 382,657,778 of its Common Shares in satisfaction of $63,138 of convertible indebtedness.

On November 13, 2015, the Company amended the Certificate of Incorporation of the Company as follows:

Striking out Articles Four (4.) thereof and substituting in lieu of said Article the following new Article:

“"FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

Eight Billion (8,000,000,000) shares of Common Stock with a par value of $0.0001 each; and Twenty Million (20,000,000) shares of Preferred Stock with a par value of $0.0001 each, Two Hundred Thousand (200,000) shares of Non Voting Preferred Stock with a par value of $1.00 each

Non Voting Convertible Preferred Stock shall convert at the option of the holder into shares of the corporation’s common stock at a conversion price equal to seventy percent (70%) of the lowest Closing Price for the five (5) trading days immediately preceding written receipt by the corporation of the holder’s intent to convert.

“CLOSING PRICE" shall mean the closing bid price for the corporation’s common stock on the Principal Market on a Trading Day as reported by Bloomberg Finance L.P.

“PRINCIPAL MARKET" shall mean the principal trading exchange or market for the corporation’s common stock.

“TRADING DAY” shall mean a day on which the Principal Market shall be open for business.

The Common Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The Board of Directors of the Corporation shall have the full authority permitted by law to establish one or more series and the number of shares constituting each such series and to fix by resolution full or limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications,

privileges, limitations, restrictions, options, conversion rights and other special or relative rights of any series of the Common Stock that may be desired. Subject to the limitation on the total number of shares of Common Stock which the Corporation has authority to issue hereunder, the Board of Directors is also authorized to increase or decrease the number of shares of any series, subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The Board of Directors of the Corporation shall have the full authority permitted by law to establish one or more series and the number of shares constituting each such series and to fix by resolution full or limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights of any series of the Preferred Stock that may be desired. Subject to the limitation on the total number of shares of Preferred Stock which the Corporation has authority to issue hereunder, the Board of Directors is also authorized to increase or decrease the number of shares of any series, subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

On December 15,2015 the Company issued 273,476,806 of its Common Shares in satisfaction of $30,082 of convertible indebtedness.

On October 28, 2015 Regen issued 3,333,334 of its common shares (“Shares”) for cash consideration of $166,666.

On November 20, 2015 Regen issued 2,200,000 of its common shares (“Shares”) for cash consideration of $55,000.

On December 29,2015 Regen issued 4,000,000 of its common shares (Shares”) for cash consideration of $100,000

On October 28, 2015 Regen issued 1,666,667 of its shares of Series A Preferred Stock (“Shares”) for cash consideration of $83,333.

On October 28, 2015 Regen issued 11,000,000 of its shares of Series A Preferred Stock (“Shares”) to Dr. Harry Lander, Regen’s President, pursuant to the terms and conditions of that employment agreement entered into by and between Dr. Lander and Regen dated October 9, 2015.

On November 20, 2015 Regen issued 400,000 of its shares of Series A Preferred Stock (“Shares”) as consideration for nonemployee services.

On November 20, 2015 Regen issued 2,200,000 of its shares of Series A Preferred Stock (“Shares”) for cash consideration of $55,000.

On December 29, 2015 Regen issued 4,000,000 of its Series A Preferred Stock (Shares”) for cash consideration of $100,000

Item 9A. Controls and Procedures.

a) Evaluation of disclosure controls and procedures.

The principal executive officer and principal financial officer have evaluated the Company’s disclosure controls and procedures as of September 30, 2015. Based on this evaluation, they have concluded that the disclosure controls and procedures were effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms and to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. David Koos is the Company’s CEO and acting CFO. He functions as the Company’s principal executive officer and principal financial officer.

b) Management’s annual report on internal control over financial reporting.

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) promulgated under the Securities and Exchange Act of 1934. Rule 13a-15(f) defines internal control over financial reporting as follows:

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

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

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 issuer are being made only in accordance with authorizations of management and directors of the issuer; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.”

The Company’s internal control over financial reporting is a process designed under the supervision of the Company’s management to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company’s financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

In designing and evaluating our disclosure controls and procedures, our management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only a reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met.

The Company’s management assessed the effectiveness of its internal control over financial reporting as of September 30, 2015 based on the framework in “Internal Control over Financial Reporting – Guidance for Smaller Public Companies (2006) issued by the Committee of Sponsoring Organizations of the Treadway Commission.” Based on its assessment, management believes that, as of September 30, 2015, the Company’s internal control over financial reporting is effective.

Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report. This exemption for smaller reporting companies provided under the temporary rules referenced above has been made permanent under Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

(c) There have been no changes during the quarter ended September 30, 2015 in the Company’s internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

PART IV

Item 15. Exhibit Index

EXHIBIT
INDEX

Exhibit Number	Description
31.1	CERTIFICATION BY CEO PURSUANT TO SECTION 302 OF SARBANES OXLEY ACT
32.1	CERTIFICATION BY CEO PURSUANT TO SECTION 906 OF SARBANES OXLEY ACT
31.2	CERTIFICATION BY CEO PURSUANT TO SECTION 302 OF SARBANES OXLEY ACT
32.2	CERTIFICATION BY CFO PURSUANT TO SECTION 906 OF SARBANES OXLEY ACT
3(i)(1)	Certificate of Incorporation (1)
3(i)(2)	Certificate of amendment dated August 22, 2006(2)
3(1)(3)	Certificate of Designations (Series AA Preferred)(3)
3(1)(4)	Certificate of Designations (Series B Preferred)(4)
3(1)(5)	Certificate of Amendment dated November 8, 2011
3(ii)(1)	Bylaws(5)
3(ii)(2)	Amended Bylaws dated July 3, 2008(6)
3(ii)(3)	AMENDED AND RESTATED BY-LAWS OF BIO-MATRIX SCIENTIFIC GROUP, INC(7)
10.1	Agreement by and between David R. Koos and Bio-Matrix Scientific Group, Inc.(8)
10.2	Agreement for Purchase of Freedom Environmental Shares by and between Bombardier Pacific Ventures Inc, and Bio-Matrix Scientific Group, Inc, (9)
10.3	Modified Promissory Note by and Between Bio-Matrix Scientific Group, Inc. and Bombardier Pacific Ventures Inc. dated December 21, 2008.(10)
10.4	Agreement by and between Bio-Matrix Scientific Group, Inc. and Dr. Brian Koos(11)
10.5	Agreement by and between Bio-Matrix Scientific Group, Inc., TherInject LLC and Dr. Stephen Josephs(12)
10.6	Stock purchase Agreement between JB Clothing and Bio Matrix Scientific Group, Inc.(13)
10.7	Agreement by and Between Hazard Commercial Complex LLC and the Company(14)
10.8	Asset Purchase Agreement between Entest CA and Pet Pointers (16)
10.9	Exhibit A to Asset Purchase Agreement (17)
10.1	Exhibit B to Asset Purchase Agreement (18)
10.11	Employment Agreement Gregory McDonald (19)
14.1	Code of Ethics(15)
10.12	Convertible Note dated 12/15/2011 (20)
10.13	Convertible Note dated 2/28/2012 (21)
10.14	Equity Purchase Agreement by and between the Company and Southridge Partners (22)
10.15	Employment Agreement J. Christopher Mizer (23)
10.16	Option Agreement Oregon Health & Science University (24)
10.17	Employment Agreement Thomas Ichim (25)
3(1)(6)	Text of Amendment to Certificate of Incorporation effective August 13, 2012.
10.17	Convertible Note dated 6/25/2012 (26)
3(1)(7)	Text of Amendment to Certificate of Incorporation effective November 27, 2012
10.18	Convertible Promissory Note dated August 20, 2012 (27)
10.19	Warrant Agreement dated August 20, 2012 (28)

10.2	Settlement Agreement and Mutual Release (29)
3(1)(6)	Certificate of Designation Series AAA Preferred Stock (30)
10.21	Worldwide Property Assignment Agreement (31)
10.22	License Agreement (32)
10.23	Benitec License (33)
10.24	Termination letter Oregon health and Science University (34)
99.1	Letter from BAUMGARTNER PATENT LAW (35)
10.25	Agreement with Caven Investments LLC (36)
10.26	Independent Contractor Agreement between Dr. Eei Ping Min and Regen (37)
10.27	Letter Agreement by and between Wei Ping Min and Bio-Matrix Scientific Group Inc dated May 18, 2012 (incorporated by Reference to Exhibit 10.27 of the Company's Form 10-k for the Year ended September 30, 2013)
10.28	Letter Agreement by and between James White and Bio-Matrix Scientific Group Inc dated May 16, 2012(incorporated by Reference to Exhibit 10.28 of the Company's Form 10-k for the Year ended September 30, 2013)
10.29	Letter Agreement by and between David Suhy and Regen dated September 11 2013(incorporated by Reference to Exhibit 10.29 of the Company's Form 10-k for the Year ended September 30, 2013)
10.3	Stock Purchase Agreement dated June 24, 2014 (incorporated by reference to Exhibit 10.1 of the company's form 8-K dated November 7, 2014)
10.31	Assignment 12/17/2014 (incorporated by Reference to Exhibit 10.31 of the Company's Form 10-K for the year ended September 30, 2014)
10.32	Assignment 12/16/2014(incorporated by Reference to Exhibit 10.32 of the Company's Form 10-K for the year ended September 30, 2014)
10.33	Assignment 11/20/2014(incorporated by Reference to Exhibit 10.33 of the Company's Form 10-K for the year ended September 30, 2014)
10.34	Consulting Agreement Dr. Christine Ichim(incorporated by Reference to Exhibit 10.34 of the Company's Form 10-K for the year ended September 30, 2014)
10.35	Sublease (incorporated by Reference to Exhibit 10.35 of the Company's Form 10-K for the year ended September 30, 2014)
10.38	StarCity Convertible Note (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q dated February 10, 2015)
10.39	Form of Note issued to LLC (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q dated February 10, 2015)
10.4	Form of Note issued to Individual investor (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q dated February 10, 2015)
10.41	Form of Note issued to Dunhill (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q dated February 10, 2015) Ross
10.42	Caven Agreement (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated February 12, 2015)
10.43	Koos Agreement(incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated February 12, 2015)
10.44	Form of Note issued to Colorado LLC(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated March 9, 2015)
10.45	Form of Note issued to Individual investor(incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated March 9, 2015)
10.46	Form of Note issued to Revocable Trust(incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated March 9, 2015)
10.47	Form of Note issued to Bio Technology Partners Business Trust(incorporated by reference to Exhibit 10.4 of the Company's Form 8-K dated March 9, 2015)
10.48	Form of Note issued to Minnesota LLC(incorporated by reference to Exhibit 10.5 of the Company's Form 8-K dated March 9, 2015)

10.49	Form of Note issued to David Koos(incorporated by reference to Exhibit 10.6 of the Company's Form 8-K dated March 9, 2015)
10.5	Form of Note issued to Dunhill Ross Partners, Inc. (incorporated by reference to Exhibit 10.7 of the Company's Form 8-K dated March 9, 2015)
10.51	Form of Note issued to Individual investor(incorporated by reference to Exhibit 10.8 of the Company's Form 8-K dated March 9, 2015)
10.52	Form of Note issued to Individual investor(incorporated by reference to Exhibit 10.9 of the Company's Form 8-K dated March 9, 2015)
10.53	Form of Note issued to Individual investor(incorporated by reference to Exhibit 10.10 of the Company's Form 8-K dated March 9, 2015)
10.54	Ichim Agreement(incorporated by reference to Exhibit 10.11 of the Company's Form 8-K dated March 9, 2015)
10.55	Form of $50,000 Convertible Note (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated March 23, 2015)
10.56	Form of $100,000 Convertible Note (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated March 23, 2015)
10.57	Vaini Agreement(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated March 26, 2015)
10.58	Value Quest Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated March 26, 2015)
10.59	Minev Letter Agreement(incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated March 26, 2015)
10.6	Gronemeyer Letter Agreement(incorporated by reference to Exhibit 10.4 of the Company's Form 8-K dated March 26, 2015)
10.61	Form of Regen Convertible Note (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q dated May 11, 2015)
10.62	AGREEMENT BY AND BETWEEN REGEN BIOPHARMA, INC. AND ZANDER THERAPEUTICS, INC. (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated June 25, 2015)
10.63	Amendment to Exclusive License Agreement between Regen and Benitec Australia Limited(incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated August 25, 2015)
10.64	Lander Agreement(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated October 9, 2015)
3(i)CCCCXXX	Text of Amendment to Certificate of Incorporation (incorporated by reference to Exhibit 3(i) of the Company's Form 8-K filed October 28, 2015)
3(i)VVVJJJ1	Text of Amendment to Certificate of Designation (incorporated by reference to Exhibit 3(i)(a) of the Company's Form 8-K filed October 28, 2015)
10.65	Consulting Agreement (incorporated by reference to 10.1(a) of the Company's Form 8-K dated November 4, 2015)
10.65	Form of Unit Purchase Agreement 9/10/2015 (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated November 23, 2015)
10.66	Form of Unit Purchase Agreement 9/10/2015(incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated November 23, 2015)
10.67	Form of Unit Purchase Agreement 11/13/2015(incorporated by reference to Exhibit 10.4 of the Company's Form 8-K dated November 23, 2015)
10.68	Form of Unit Purchase Agreement 11/16/2015(incorporated by reference to Exhibit 10.5 of the Company's Form 8-K dated November 23, 2015)
10.69	Letter Agreement Lorraine Gudas(incorporated by reference to Exhibit 10.6 of the Company's Form 8-K dated November 23, 2015)
10.7	

	Letter Agreement Stefano Bertuzzi(incorporated by reference to Exhibit 10.7 of the Company's Form 8-K dated November 23, 2015)
10.71	Letter Agreement Francesco Marincola(incorporated by reference to Exhibit 10.8 of the Company's Form 8-K dated November 23, 2015)
10.72	Letter Agreement Ralph Nachman(incorporated by reference to Exhibit 10.9 of the Company's Form 8-K dated November 23, 2015)
10.73	Letter Agreement J. Baell (incorporated by reference to Exhibit 10.10 of the Company's Form 8-K dated November 23, 2015)
10.73	Regen NCATS Agreements (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated December 16, 2015)
10.74	Form of Unit Purchase Agreement $100,000 12/3/2015 (incorporated by reference to the Company's Form 10-K filed 1-08-2016)
10.75	Form of Unit Purchase Agreement $100,000 12/14/2015 (incorporated by reference to the Company's Form 10-K filed 1-08-2016)
(1)	Incorporated by reference to Form 10SB dated January 2, 2001
(2)	Incorporated by reference to Form SB-2 dated July31, 2007
(3)	Incorporated by reference to Exhibit 3(i) of Form 8-K dated July 3, 2008
(4)	Incorporated by reference to Exhibit 3(i) of Form 8-K dated August 28, 2009
(5)	Bylaws incorporated by reference to Form 10-SB filed on January 2, 2001
(6)	Amended Bylaws dated July 3, 2008 incorporated by reference to Exhibit 3(ii) of Form 8-K dated July 3, 2008
(7)	Incorporated by reference to Exhibit 3(ii) of Form 8-K dated August 28, 2009
(8)	Agreement by and between David R. Koos and Bio-Matrix Scientific Group, Inc. incorporated by reference to Exhibit 10 of Form 8-K dated July 3, 2008
(9)	Agreement for Purchase of Freedom Environmental Shares by and between Bombardier Pacific Ventures Inc, and Bio-Matrix Scientific Group, Inc, incorporated by reference to Exhibit 10(1) of Form 8-K dated September 29, 2008
(10)	Modified Promissory Note by and Between Bio-Matrix Scientific Group, Inc. and Bombardier Pacific Ventures Inc. dated December 21, 2008 , incorporated by reference to Exhibit 10(1) of Form 8-K dated December 21, 2008.
(11)	Agreement by and between Bio-Matrix Scientific Group, Inc. and Dr. Brian Koos incorporated by reference to Exhibit 3(i) of Form 8-K dated April 28, 2009
(12)	Agreement by and between Bio-Matrix Scientific Group, Inc., TherInject LLC and Dr. Stephen Josephs incorporated by reference to Exhibit 10.1 of form 8-K dated August 24,2009
(13)	Stock purchase Agreement between JB Clothing and Bio Matrix Scientific Group, Inc. incorporated by reference to Exhibit 10.1 of Form 8-K dated June 22, 2009
(14)	Agreement by and Between Hazard Commercial Complex LLC and the Company incorporated by reference to Exhibit 10.1 of Form 8-K dated April 19, 2010
(15)	Code of Ethics Incorporated by reference to Exhibit A of Form Pre 14C filed July 25, 2006
(16)	incorporated by reference to Exhibit 10.1 of Form 8-K dated January 6, 2011
(17)	incorporated by reference to Exhibit 10.2 of Form 8-K dated January 6, 2011
(18)	incorporated by reference to Exhibit 10.3 of Form 8-K dated January 6, 2011
(19)	incorporated by reference to Exhibit 10.4 of Form 8-K dated January 6, 2011
(20)	incorporated by reference to Exhibit 10.1 of Form 10-Q dated February 6, 2012
(21)	incorporated by reference to Exhibit 10.1 of Form 10-Q dated April 23, 2012
(22)	incorporated by reference to Exhibit 10.1 of Form 8-K dated May 7, 2012
(23)	incorporated by reference to Exhibit 10.3 of Form 8-K dated May 7, 2012
(24)	incorporated by reference to Exhibit 10.1 of Form 8-K dated June 6, 2012
(25)	incorporated by reference to Exhibit 10.1 of Form 8-K dated June 25, 2012
(26)	incorporated by reference to Exhibit 10.1 of Form 10-Q dated August 14, 2012
(27)	incorporated by reference to Exhibit 10.1 of Form 8-K dated A ugust 22, 2012

(28)	incorporated by reference to Exhibit 10.2 of Form 8-K dated August 22, 2012
(29)	incorporated by reference to Exhibit 10.1 of Form 10-Q filed march 12, 2013
(30)	incorporated by reference to Exhibit 3(1) of form 8-K dated April 30, 2013
(31)	incorporated by reference to Exhibit 10.1 of form 8-K dated June 11, 2013
(32)	incorporated by reference to Exhibit 10.2 of form 8-K dated June 11, 2013
(33)	incorporated by reference to Exhibit 10.1 of form 8-K dated August 5, 2013
(34)	incorporated by reference to Exhibit 10.1 of form 8-K dated August 9, 2013
(35)	incorporated by reference to Exhibit 99.1 of form 8-K dated August 9, 2013
(36)	incorporated by reference to Exhibit 10.1 of form 8-K dated September 3, 2013
(37)	incorporated by reference to Exhibit 10.1 of form 8-K dated September 23, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on April 25, 2016.

Bio-Matrix Scientific Group, Inc.

By: */s/ David R. Koos*
Name: David R. Koos
Title: Principal Executive Officer
Date: April 25, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on April 25, 2016.

Bio-Matrix Scientific Group, Inc.

By: */s/ David R. Koos*
Name: David R. Koos
Title: Sole Director
Date: April 25, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on April 25, 2016.

Bio-Matrix Scientific Group, Inc.

By: */s/ David R. Koos*
Name: David R. Koos
Title: Principal Financial Officer
Date: April 25, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on April 25, 2016.

Bio-Matrix Scientific Group, Inc.

By: */s/ David R. Koos*
Name: David R. Koos

Title: Principal Accounting Officer
Date: April 25, 2016