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

FORM 10-Q

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

For the quarterly period ended January 31, 2020

or

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

For the transition period from _____ to _____

Commission file number 333-68008

PHARMACYTE BIOTECH, INC.

(Exact name of registrant as specified in its charter)

Nevada	**62-1772151**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

23046 Avenida de la Carlota, Suite 600, Laguna Hills, CA 92653
(Address of principal executive offices)

(917) 595-2850
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
Emerging growth company ☐	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of March 13, 2020 the registrant had 1,481,471,172 outstanding shares of common stock, with a par value of $0.0001 per share.

PHARMACYTE BIOTECH, INC.
INDEX TO QUARTERLY REPORT ON FORM 10-Q
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2020

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

PHARMACYTE BIOTECH, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	January 31, 2020	April 30, 2019
ASSETS		
Current assets:		
Cash	$ 142,242	$ 515,253
Prepaid expenses and other current assets	66,952	138,151
Total current assets	209,194	653,404
Other assets:		
Intangibles	3,549,427	3,549,427
Investment in SG Austria	1,572,193	1,572,193
Other assets	7,372	7,372
Total other assets	5,128,992	5,128,992
Total Assets	$ 5,338,186	$ 5,782,396
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 340,494	$ 121,885
Accrued expenses	678,360	620,966
Total current liabilities	1,018,854	742,851
Total Liabilities	1,018,854	742,851
Commitments and Contingencies (Notes 6 and 8)		
Stockholders' equity:		
Preferred stock, authorized 10,000,000 shares, $0.0001 par value:		
Series A Preferred Stock, 0 and 0 shares issued and outstanding as of January 31, 2020 and April 30, 2019, respectively	–	–
Common stock: authorized 2,490,000,000 shares, $0.0001 par value, 1,428,471,172 and 1,186,004,505 shares issued and outstanding as of January 31, 2020 and April 30, 2019, respectively	142,847	118,600
Additional paid-in capital	107,305,733	104,966,158
Accumulated deficit	(103,107,876)	(100,031,371)
Accumulated other comprehensive loss	(21,372)	(13,842)
Total stockholders' equity	4,319,332	5,039,545
Total Liabilities and Stockholders' Equity	$ 5,338,186	$ 5,782,396

See accompanying Notes to Condensed Consolidated Financial Statements.

PHARMACYTE BIOTECH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2020	**2019**	**2020**	**2019**
Revenue	$ –	$ –	$ –	$ –
Operating Expenses:				
Research and development costs	113,296	59,144	203,566	442,039
Compensation expense	406,006	371,571	1,305,346	1,199,252
Director fees	79,269	50,000	237,765	189,502
Legal and professional	116,531	57,224	342,142	242,318
General and administrative	160,206	138,408	987,686	855,173
Total operating expenses	875,308	676,347	3,076,505	2,928,284
Loss from operations	(875,308)	(676,347)	(3,076,505)	(2,928,284)
Net loss	$ (875,308)	$ (676,347)	$ (3,076,505)	$ (2,928,284)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average shares outstanding basic and diluted	1,375,499,976	1,126,904,505	1,284,500,731	1,084,053,016

See accompanying Notes to Condensed Consolidated Financial Statements.

PHARMACYTE BIOTECH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(UNAUDITED)

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2020	**2019**	**2020**	**2019**
Net Loss	$ (875,308)	$ (676,347)	$ (3,076,505)	$ (2,928,284)
Other comprehensive income (loss):				
Foreign currency translation	(602)	3,544	(7,530)	(3,787)
Other comprehensive income (loss)	(602)	3,544	(7,530)	(3,787)
Comprehensive loss	$ (875,910)	$ (672,803)	$ (3,084,035)	$ (2,932,071)

See accompanying Notes to Condensed Consolidated Financial Statements.

PHARMACYTE BIOTECH, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
NINE MONTHS ENDED JANUARY 31, 2020 AND 2019
(UNAUDITED)

	Series A Preferred Stock		Common stock		Paid-in	Accumulated	Other Comprehensive Income	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	(Loss)	Equity
Balance, April 30, 2019	–	$ –	1,186,004,505	$ 118,600	$ 104,966,158	$ (100,031,371)	$ (13,842)	$ 5,039,545
Shares issued for compensation	–	–	–	–	104,726	–	–	104,726
Shares issued for services	–	–	5,500,000	550	311,266	–	–	311,816
Shares issued for cash, net of issuance costs of $70,000	–	–	66,666,667	6,667	551,333	–	–	558,000
Stock options granted	–	–	–	–	126,325	–	–	126,325
Foreign currency translation adjustment	–	–	–	–	–	–	(6,862)	(6,862)
Net loss	–	–	–	–	–	(1,134,075)	–	(1,134,075)
Balance, July 31, 2019	–	–	1,258,171,172	125,817	106,059,808	(101,165,446)	(20,704)	4,999,475
Shares issued for compensation	–	–	–	–	104,727	–	–	104,727
Shares issued for services	–	–	3,700,000	370	73,183	–	–	73,553
Shares issued for cash, net of issuances costs of $24,500		–	70,000,000	7,000	318,500	–	–	325,500
Share issued for cash	1							1
Stock options granted	–	–	–	–	98,409	–	–	98,409
Foreign currency translation adjustment	–	–	–	–	–	–	(66)	(66)
Net loss	–	–	–	–	–	(1,067,122)	–	(1,067,122)
Balance, October 31, 2019	1		1,331,871,172	133,187	106,654,628	(102,232,568)	(20,770)	4,534,477
Shares issued for compensation	–	–	6,600,000	660	99,578	–	–	100,238
Shares issued for services	–	–	–	–	26,092	–	–	26,092
Shares issued for cash		–	90,000,000	9,000	441,000	–	–	450,000
Share repurchased for cash	(1)							(1)
Stock options granted	–	–	–	–	84,436	–	–	84,436
Foreign currency translation adjustment	–	–	–	–	–	–	(602)	(602)
Net loss	–	–	–	–	–	(875,308)	–	(875,308)
Balance, January 31, 2020	–	$ –	1,428,471,172	$ 142,847	$ 107,305,733	$ (103,107,876)	$ (21,372)	$ 4,319,332
Balance, April 30, 2018	–	$ –	1,013,260,644	$ 101,326	$ 101,636,215	$ (95,964,143)	$ (4,709)	$ 5,768,689
Shares issued for compensation	–	–	–	–	92,070	–	–	92,070
Shares issued for services	–	–	–	–	45,800	–	–	45,800
Shares issued for cash, net of issuance costs of $105,000	–	–	66,239,316	6,624	1,388,376	–	–	1,395,000
Stock options granted	–	–	–	–	113,225	–	–	113,225
Foreign currency translation adjustment	–	–	–	–	–	–	(1,273)	(1,273)
Net loss	–	–	–	–	–	(1,215,363)	–	(1,215,363)
Balance, July 31, 2018	–	–	1,079,499,960	107,950	103,275,686	(97,179,506)	(5,982)	6,198,148
Shares issued for compensation	–	–	–	–	92,070	–	–	92,070
Shares issued for services			1,950,000	195	59,459	–	–	59,654
Stock options granted	–	–	–	–	96,964	–	–	96,964
Foreign currency translation adjustment	–	–	–	–	–	–	(6,058)	(6,058)
Net loss	–	–	–	–	–	(1,036,574)	–	(1,036,574)
Balance, October 31, 2018	–	–	1,081,449,960	108,145	103,524,179	(98,216,080)	(12,040)	(5,404,204)
Shares issued for compensation	–	–	–	–	61,380	–	–	61,380
Shares issued for services	–	–	–	–	35,430	–	–	35,430
Shares issued for cash, net of issuance costs of $35,000			45,454,545	4,545	460,455	–	–	465,000
Stock options granted	–	–	–	–	72,484	–	–	72,484
Foreign currency translation adjustment	–	–	–	–	–	–	3,544	(6,058)
Net loss	–	–	–	–	–	(676,647)	–	(676,347)
Balance, January 31, 2019	–	$ –	1,126,904,505	$ 112,690	$ 104,153,928	$ (98,892,427)	$ (8,496)	$ 5,365,695

See accompanying Notes to Condensed Consolidated Financial Statements.

PHARMACYTE BIOTECH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended January 31,	
	2020	**2019**
Cash flows from operating activities:		
Net loss	$ (3,076,505)	$ (2,928,284)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock issued for services	411,461	140,884
Stock issued for compensation	309,691	245,520
Stock-based compensation – options	309,170	282,673
Change in assets and liabilities:		
Increase in prepaid expenses and other current assets	71,199	215,583
Increase (decrease) in accounts payable	218,608	(218,945)
Increase in accrued expenses	57,395	46,020
Net cash used in operating activities	(1,698,981)	(2,216,549)
Cash flows from investing activities:		
Net cash used in investing activities	–	–
Cash flows from financing activities:		
Proceeds from sale of Series A Preferred Stock	1	–
Repurchase of Series A Preferred Stock	(1)	–
Proceeds from sale of common stock, net of issuance costs	1,333,500	1,860,000
Net cash provided by financing activities	1,333,500	1,860,000
Effect of currency rate exchange on cash	(7,530)	(3,787)
Net decrease in cash	(373,011)	(360,336)
Cash at beginning of the period	515,253	1,059,798
Cash at end of the period	$ 142,242	$ 699,462
Supplemental disclosure of cash flows information:		
Cash paid during the periods for taxes	$ 800	$ –

See accompanying Notes to Condensed Consolidated Financial Statements.

PHARMACYTE BIOTECH, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 – NATURE OF BUSINESS

PharmaCyte Biotech, Inc. ("Company") is a biotechnology company focused on developing and preparing to commercialize cellular therapies for certain solid tumor cancers and diabetes based upon a proprietary cellulose-based live cell encapsulation technology known as "Cell-in-a-Box®." The Cell-in-a-Box® technology is intended to be used as a platform upon which therapies for several types of cancer, including locally advanced, inoperable, non-metastatic pancreatic cancer ("LAPC"), and Type 1 and insulin-dependent Type 2 diabetes are being developed.

The Company is developing therapies for pancreatic and other solid cancerous tumors by using genetically engineered live human cells that are capable of converting a cancer prodrug into its cancer-killing form, by encapsulating those cells using the Cell-in-a-Box® technology and placing those capsules in the blood supply as close as possible to the cancerous tumor. In this way, when the cancer prodrug is administered to a patient with a particular type of cancer that may be affected by the active form of the prodrug, the killing of the patient's tumor may be optimized.

The Company has been examining ways to exploit the benefits of the Cell-in-a-Box® encapsulation technology to develop therapies for cancer that involve prodrugs based upon certain constituents of the *Cannabis* plant; these constituents are of the class of compounds known as "cannabinoids." Until the IND involving LAPC has been submitted to the FDA, the Company will not be spending any further resources developing this program.

In addition, the Company has been involved in preclinical studies to determine if its cancer therapy can slow the production and/or accumulation of malignant ascites fluid in the abdomen that often accompanies the growth of several types of abdominal cancers. Until the IND involving LAPC has been submitted to the FDA, the Company will not be spending any further resources developing this program.

Finally, the Company has been developing a therapy for Type 1 diabetes and insulin-dependent Type 2 diabetes based upon the encapsulation of a human liver cell line genetically engineered to produce, store and secrete insulin at levels in proportion to the levels of blood sugar in the human body. The Company is also exploring the possibility of encapsulating human insulin-producing stem cells and islet cells and transplanting them into a diabetic patient. All three types of cells will be encapsulated using the Cell-in-a-Box® encapsulation technology. Each method is designed to function as a bio-artificial pancreas for purposes of insulin production. Until the IND involving LAPC has been submitted to the FDA, the Company will not be spending any further resources developing this program.

The Cell-in-a-Box® capsules are largely composed of cellulose (cotton) and are bio-inert in the human body. The Cell-in-a-Box encapsulation technology potentially enables genetically engineered live human cells to be used as miniature factories. The technology results in the formation of pin-head sized cellulose-based porous capsules in which genetically modified live human cells can be encapsulated and maintained. They are protected from environmental challenges, such as the sheer forces associated with bioreactors, passage through catheters and needles, etc., enabling greater growth and production of the end-product.

Cancer Therapy

Targeted Chemotherapy

The Company is seeking to utilize the Cell-in-a-Box® encapsulation technology to develop a therapy for certain solid cancerous tumors through targeted chemotherapy. For pancreatic cancer, the Company is encapsulating genetically engineered live human cells that produce an enzyme designed to convert the prodrug ifosfamide into its cancer-killing form. The capsules containing these cells will be implanted in a patient in the blood supply to the pancreas as near as possible to the tumor in the pancreas. The cancer prodrug ifosfamide will then be given intravenously at a very low dose (1 g/m^2). It is believed that the ifosfamide will be converted at the site of the tumor in addition to the liver where it is normally converted. The Company believes placement of the Cell-in-a-Box® capsules in close proximity to the tumor enables the production of optimal concentrations of the "cancer-killing" form of ifosfamide at the site of the tumor. The cancer-killing metabolite of ifosfamide has a short half-life, which the Company believes will result in little to no side effects from the chemotherapy.

Pancreatic Cancer Therapy for LAPC

A critical unmet medical need exists for patients with LAPC whose tumor in the pancreas no longer responds after 4-6 months of treatment with either Abraxane® plus gemcitabine or the 4-drug combination known as FOLFIRINOX (both combinations are the current standards of care for pancreatic cancer). We believe these patients have no effective treatment alternative once their tumors stop responding to these therapies. Two of the most commonly used treatments for such patients are 5-fluorouiracil ("5-FU") or capecitabine (a prodrug of 5-FU) plus radiation (chemoradiation therapy). Both treatments are only marginally effective in treating the tumor in the pancreas and result in serious side effects. More recently, radiation treatment alone is being used at some cancer centers in the United States ("U.S."). The Company is developing a therapy comprised of Cell-in-a-Box® encapsulated live cells implanted as close as possible to the cancerous tumor in a patient's pancreas followed by low doses of the cancer prodrug ifosfamide administered intravenously. The Company believes that its treatment can serve as a "consolidation therapy" with the current standards of care for patients with LAPC and thus address this critical unmet medical need.

Subject to approval by the U.S. Food and Drug Administration ("FDA"), the Company plans to commence a clinical trial involving patients with LAPC whose tumors have ceased to respond to either Abraxane® plus gemcitabine or FOLFIRINOX after 4-6 months of treatment. The Company had a Pre-Investigational New Drug Application meeting ("Pre-IND meeting") with the Center for Biologics Evaluation and Research of the FDA ("CBER") in January 2017. At that Pre-IND meeting, the FDA communicated its agreement with certain aspects of the Company's clinical development plan, charged the Company with completing numerous tasks and provided the Company with the guidance on the tasks the Company believes is needed to complete a successful IND, although no assurance can be given whether the FDA will approve the Company's IND for LAPC once it is submitted to the FDA. Since the pre-IND meeting, the Company has completed the Cell-in-a-Box® engineering runs and manufacturing production runs along with most of the studies intended to provide data necessary for the completion of the Company's IND for LAPC.

The Company is continuing to work on projects related to its planned IND submission for LAPC. Among other things, this work includes completion of each Module within the IND, the Investigator's Brochure, the Pharmacy Manual, the Protocol for the LAPC clinical trial, a container closure integrity test of the Company's clinical trial product that will be conducted over the course of two years, a pyrogenicity test, preparation of the angiography guidelines for implantation of the encapsulated cells for use in the LAPC clinical trial and a two-year stability study of the Company's clinical trial product. The work also includes preparation of a Drug Master File, drafting change history related to the manufacturing process that existed when the preclinical studies were conducted compared to the current manufacturing process for the Company's clinical trial product and publication of the IND in concert with the Company's U.S. Agent for the FDA. The Company will need to raise additional funds to complete preparation of its IND submission to the FDA for the treatment of LAPC.

The plan is to initially conduct the LAPC trial in the U.S. with possible study sites in Europe at a later date.

Cannabinoid Therapy to Treat Cancer

The Company plans to use cannabinoids, constituents of the *Cannabis* plant, to develop therapies for cancer, with the initial target of brain cancer. The Company is focusing on developing specific therapies based on carefully chosen molecules rather than using complex *Cannabis* extracts.

To further its *Cannabis* therapy development plans, the Company entered a Research Agreement with the University of Northern Colorado. The initial goal of the research was to develop methods for the identification, separation and quantification of constituents of *Cannabis* (some of which are prodrugs) that may be used in combination with the Cell-in-a-Box® technology to treat cancer. This has been accomplished.

Further research has been conducted to identify the appropriate cell type that can convert the selected cannabinoid prodrugs into metabolites with anticancer activity. Once identified, the genetically modified cells that will produce the appropriate enzyme to convert the selected prodrugs will be encapsulated using the Company's Cell-in-a-Box® technology. The encapsulated cells and cannabinoid prodrugs identified by these studies will then be combined and used for future studies to evaluate their anticancer effectiveness.

Malignant Ascites Fluid Therapy

The Company has also been developing a therapy to delay the production and accumulation of malignant ascites fluid that results from many types of abdominal tumors. Malignant ascites fluid is secreted by abdominal tumors into the abdomen after the tumors have reached a certain stage of growth. This fluid contains cancer cells that can seed and form new tumors throughout the abdomen. This fluid accumulates in the abdominal cavity, causing swelling of the abdomen, severe breathing difficulties and extreme pain.

Once an abdominal tumor reaches a certain stage of development, it produces malignant ascites in the abdominal cavity. Malignant ascites fluid must be removed by paracentesis (a clinical procedure in which a needle is inserted into the peritoneal cavity and ascites fluid is removed) on a periodic basis. This procedure is painful and costly. There is no therapy that the Company is aware of that prevents or delays the production and accumulation of malignant ascites fluid.

The Company has been involved in a series of preclinical studies conducted by Translational Drug Development ("TD2"), an early stage CRO specializing in oncology, to determine if the combination of Cell-in-a-Box® encapsulated cells plus ifosfamide therapy can delay the production and accumulation of malignant ascites fluid. The data from the TD2 studies indicated that the treatment might play a role in the rate of malignant ascites fluid production and accumulation, but the conclusions were difficult to interpret with certainty. As a result, the Company plans to conduct another preclinical study in Germany to determine if its conclusions from the TD2 studies are valid. If this European study shows positive results, the Company plans to seek approval from the FDA to conduct a Phase 1 clinical trial in the U.S.

Diabetes Therapy

Bio-Artificial Pancreas for Diabetes

The Company plans to develop a therapy for Type 1 diabetes and insulin-dependent Type 2 diabetes. The Company has been developing a therapy that involves encapsulation of human liver cells that have been genetically engineered to produce, store and release insulin on demand at levels in proportion to the levels of blood sugar (glucose) in the human body. The Company is also exploring the possibility of using genetically modified stem cells and natural, human insulin-producing cells (beta islet cells) to treat Type 1 diabetes and insulin-dependent Type 2 diabetes. All three types of cells will be encapsulated using the Cell-in-a-Box® encapsulation technology. The goal for the three approaches is to develop a bio-artificial pancreas for purposes of insulin production for diabetics who are insulin dependent. After appropriate animal testing has been completed successfully, the Company plans to seek the FDA's approval to transplant encapsulated insulin-producing cells into diabetic patients. The goal for these approaches is to develop a bio-artificial pancreas for purposes of insulin production for diabetics who are insulin-dependent.

Company Background and Material Agreements

The Company is a Nevada corporation incorporated in 1996. In 2013, the Company restructured its operations to focus on biotechnology. The restructuring resulted in the Company focusing all its efforts upon the development of a novel, effective and safe way to treat cancer and diabetes. On January 6, 2015, the Company changed its name from Nuvilex, Inc. to PharmaCyte Biotech, Inc. to reflect the nature of its business in the biotechnology sector.

In 2011, the Company entered into an Asset Purchase Agreement ("SG Austria APA") with SG Austria Private Limited ("SG Austria") to purchase 100% of the assets and liabilities of SG Austria. Austrianova Singapore Pte. Ltd. ("Austrianova") and Bio Blue Bird AG ("Bio Blue Bird"), then wholly-owned subsidiaries of SG Austria, were to become wholly-owned subsidiaries of the Company on the condition that the Company pay SG Austria $2.5 million and 100,000,000 shares of the Company's common stock ("Common Stock"). The Company was to receive 100,000 shares of common stock of Austrianova and nine bearer shares of Bio Blue Bird representing 100% of the ownership of Bio Blue Bird.

Through two addenda to the SG Austria APA, the closing date of the SG Austria APA was extended twice by agreement between the parties.

In June 2013, the Company and SG Austria entered a Third Addendum to the SG Austria APA ("Third Addendum"). The Third Addendum changed materially the transaction contemplated by the SG Austria APA. Under the Third Addendum, the Company acquired 100% of the equity interests in Bio Blue Bird and received a 14.5% equity interest in SG Austria. In addition, the Company received nine bearer shares of Bio Blue Bird to reflect its 100% ownership of Bio Blue Bird. The Company paid: (i) $500,000 to retire all outstanding debt of Bio Blue Bird; and (ii) $1.0 million to SG Austria. The Company also paid SG Austria $1,572,193 in exchange for the 14.5% equity interest of SG Austria. The Third Addendum required SG Austria to return the 100,000,000 shares of Common Stock held by SG Austria and for the Company to return the 100,000 shares of common stock of Austrianova the Company held.

Effective as of the same date of the Third Addendum, the parties entered into a Clarification Agreement to the Third Addendum ("Clarification Agreement") to clarify and include certain language that was inadvertently omitted from the Third Addendum. Among other things, the Clarification Agreement confirmed that the Third Addendum granted the Company an exclusive, worldwide license to use, with a right to sublicense, the Cell-in-a-Box® encapsulation technology for the development of treatments for cancer and use of Austrianova's Cell-in-a-Box® trademark and its associated technology.

With respect to Bio Blue Bird, Bavarian Nordic A/S ("Bavarian Nordic") and GSF-Forschungszentrum für Umwelt u. Gesundheit GmbH (collectively, "Bavarian Nordic/GSF") and Bio Blue Bird entered into the Bavarian Nordic/GSF License Agreement in July 2005 whereby Bio Blue Bird was granted a non-exclusive license to develop, make or have made products to treat cancer, obtain marketing approval, sell and offer for sale those products using the clinical data generated from the second pancreatic cancer clinical trial which contained proprietary information from the 1st Interim Analysis of the trial that used the cells and capsules developed by Bavarian Nordic/GSF (then known as "CapCells"). The licensed patent rights related to this information and technology pertain to the countries in which patents had been granted to Bavarian Nordic/GSF.

Bavarian Nordic/GSF and Bio Blue Bird amended the Bavarian Nordic License Agreement in December 2006 to reflect: (i) the license granted was exclusive; (ii) the royalty rate increased from 3% to 4.5%; (iii) Bio Blue Bird assumed the patent prosecution expenses for the existing patents; and (iv) it was made clear that the license will survive as a license granted by one of the licensors if the other licensor rejects performance under the Bavarian Nordic License Agreement due to any actions or declarations of insolvency.

In June 2013, the Company acquired from Austrianova an exclusive, worldwide license to use the Cell-in-a-Box® technology and trademark for the development of a therapy for Type 1 and insulin-dependent Type 2 diabetes ("Diabetes Licensing Agreement").

In October 2014, the Company entered into an exclusive, worldwide license agreement ("Melligen Cell License Agreement") with the University of Technology Sydney ("UTS") in Australia to use insulin-producing genetically engineered human liver cells developed by UTS to treat Type 1 diabetes and insulin-dependent Type 2 diabetes. The Company plans to develop a therapy for diabetes by encapsulating the Melligen cells using the Cell-in-a-Box® encapsulation technology.

In December 2014, the Company acquired from Austrianova an exclusive, worldwide license to use the Cell-in-a-Box® technology in combination with genetically modified non-stem cell lines which are designed to activate cannabinoid prodrug molecules for development of therapies for diseases and their related symptoms using the Cell-in-a-Box® technology and trademark ("Cannabis Licensing Agreement"). The Company paid Austrianova $2.0 million to secure this license.

In July 2016, the Company entered into a Binding Memorandum of Understanding with Austrianova pursuant to which Austrianova will actively work to seek an investment partner or partners who will finance clinical trials and further develop products for the therapies for cancer, in exchange for which the Company, Austrianova and any future investment partner or partners will each receive a share of the net revenue from the sale of products in designated territories.

Effective October 1, 2016, the Company and Bavarian Nordic/GSF amended the Bavarian Nordic/GSF License Agreement to: (i) include the right to import; (ii) reflect ownership and notification of improvements; (iii) clarify which provisions survive expiration or termination of the Bavarian Nordic/GSF License Agreement; (iv) provide rights to Bio Blue Bird to the clinical data after expiration of the licensed patent rights; and (v) change the notice address and recipients of Bio Blue Bird.

In August 2017, the Company entered into a Binding Term Sheet with SG Austria and Austrianova ("Binding Term Sheet") pursuant to which the parties reached an agreement to amend certain provisions in the SG Austria APA, the Diabetes Licensing Agreement the Cannabis Licensing Agreement and the Vin-de-Bona Consulting Agreement (defined below).

In May 2018 and pursuant to the Binding Term Sheet, the Company entered into agreements with SG Austria and Austrianova to amend certain provisions of the SG Austria APA, the Diabetes Licensing Agreement, the Cannabis Licensing Agreement and the Vin-de-Bona Consulting Agreement required by the Binding Term Sheet ("Binding Term Sheet Amendments"). The Binding Term Sheet Amendments provide that the Company's obligation to make milestone payments to Austrianova are eliminated in their entirety under the Cannabis License Agreement and the Diabetes License Agreement, as amended. The Binding Term Sheet Amendments also provide that the Company's obligation to make milestone payments to SG Austria pursuant to the SG Austria APA, as amended and clarified, is eliminated in its entirety. One of the Binding Term Sheet Amendments also provides that the scope of the Diabetes License Agreement is expanded to include all cell types and cell lines of any kind or description now or later identified, including, but not limited to, primary cells, mortal cells, immortal cells and stem cells at all stages of differentiation and from any source specifically designed to produce insulin for the treatment of diabetes.

In addition, one of the Binding Term Sheet Amendments provides that the Company has a 5-year right of first refusal from August 30, 2017 in the event that Austrianova chooses to sell, transfer or assign at any time during this period the Cell-in-a-Box® tradename and its Associated Technologies; provided, however, that the Associated Technologies subject to the right of first refusal do not include Bac-in-a-Box®, which relates to encapsulation of probiotic bacteria and yeast for stomach acid protection and ambient storage. Also, for a period of one year from August 30, 2017 one of the Binding Term Sheet Amendments provides that Austrianova will not solicit, negotiate or entertain any inquiry regarding the potential acquisition of the Cell-in-a-Box® encapsulation technology and its Associated Technologies.

The Binding Term Sheet Amendments further provide that the royalty payments on gross sales as specified in the SG Austria APA, the Cannabis License Agreement and the Diabetes License Agreement will be changed to 4%. They also provide that the royalty payments on amounts received by the Company from sublicensees' gross sales under the same agreements will be changed to 20% of the amount received by the Company's sublicensees, provided, however, that in the event the amounts received by the Company from sublicensees is 4% or less of sublicensees' gross sales, Austrianova or SG Austria (as the case may be) will receive 50% of what the Company receives up to 2%. In addition, Austrianova or SG Austria (as the case may be) will receive 20% of any amount the Company receives over a 4% royalty payment from sublicensees.

The Binding Term Sheet Amendments also provide that Austrianova will receive 50% of any other financial and non-financial consideration received from the Company's sublicensees of the Cell-in-a-Box® technology.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The accompanying Condensed Consolidated Financial Statements as of January 31, 2020 and for the three and nine months ended January 31, 2020 and 2019 are unaudited. These unaudited Condensed Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and are presented in accordance with the requirements of Regulation S-X of the U.S. Securities and Exchange Commission ("Commission") and with the instructions to this Quarterly Report on Form 10-Q ("Report"). Accordingly, they do not include all the information and Notes required by U.S. GAAP for complete Condensed Consolidated Financial Statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended January 31, 2020 are not necessarily indicative of the results that may be expected for the fiscal year ending April 30, 2020. The Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements as of and for the fiscal year ended April 30, 2019 and the Notes thereto included in the Company's Annual Report on Form 10-K for the period ended April 30, 2019 ("Form 10-K") the Company filed with the Commission.

The Condensed Consolidated Balance Sheet as of January 31, 2020 contained in this Report has been derived from the audited Consolidated Financial Statements as of April 30, 2019 but does not include all disclosures required by U.S. GAAP.

Principles of Consolidation and Basis of Presentation

The Condensed Consolidated Financial Statements include the accounts of the Company and its wholly owned subsidiaries. The Company operates independently and through four wholly owned subsidiaries: (i) Bio Blue Bird; (ii) PharmaCyte Biotech Europe Limited; (iii) PharmaCyte Biotech Australia Pty. Ltd.; and (iv) Viridis Biotech, Inc. and are prepared in accordance with U.S. GAAP and the rules and regulations of the Commission. Intercompany balances and transactions are eliminated. The Company's 14.5% investment in SG Austria is presented on the cost method of accounting.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates these estimates including those related to fair values of financial instruments, intangible assets, fair value of stock-based awards, income taxes and contingent liabilities, among others. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company's condensed consolidated financial statements. Therefore, it is possible that the actual results could differ from these estimates and assumptions, which could have a material effect on the reported amounts of the Company's consolidated financial position and results of operations.

Intangible Assets

The Financial Accounting Standards Board ("FASB") standard on goodwill and other intangible assets prescribes a two-step process for impairment testing of goodwill and indefinite-lived intangibles, which is performed annually, as well as when an event triggering impairment may have occurred. The first step tests for impairment, while the second step, if necessary, measures the impairment. The Company has elected to perform its annual analysis at the end of its fiscal year.

The Company's intangible assets are licensing agreements related to the use the Cell-in-a-Box® Trademark and Associated Technologies for the treatment of cancer of $1,549,427 and the Diabetes Licensing Agreement related to the use of the Cell-in-a-Box® Trademark and Associated Technologies for the treatment of diabetes of $2,000,000 for an aggregate total of $3,549,427.

These intangible assets have an indefinite life; therefore, they are not amortizable.

The Company concluded that there was no impairment of the carrying value of the intangibles for the nine months ended January 31, 2020 and 2019.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be fully recoverable. If the estimated future cash flows (undiscounted and without interest charges) from the use of an asset are less than carrying value, a write-down would be recorded to reduce the related asset to its estimated fair value. No impairment was identified or recorded during the nine months ended January 31, 2020 and 2019.

Fair Value of Financial Instruments

For certain of the Company's non-derivative financial instruments, including cash, accounts payable and accrued expenses, the carrying amount approximates fair value due to the short-term maturities of these instruments.

Accounting Standards Codification ("ASC") Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the condensed consolidated balance sheets for current liabilities qualify as financial instruments and are a reasonable estimate of their fair values because of the short period between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1. Observable inputs such as quoted prices in active markets;
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company follows ASC subtopic 820-10, Fair Value Measurements and Disclosures and ASC subtopic 825-10, Financial Instruments, which permit entities to choose to measure many financial instruments and certain other items at fair value. The carrying value of cash, accounts payable and accrued expenses, as reflected in the condensed consolidated balance sheets, approximate fair value because of the short-term maturity of these instruments.

Income Taxes

Deferred taxes are calculated using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

A valuation allowance is provided for deferred income tax assets when, in management's judgment, based upon currently available information and other factors, it is more likely than not that all or a portion of such deferred income tax assets will not be realized. The determination of the need for a valuation allowance is based on an on-going evaluation of current information including, among other things, historical operating results, estimates of future earnings in different taxing jurisdictions and the expected timing of the reversals of temporary differences. The Company believes the determination to record a valuation allowance to reduce a deferred income tax asset is a significant accounting estimate because it is based on, among other things, an estimate of future taxable income in the U.S. and certain other jurisdictions, which is susceptible to change and may or may not occur, and because the impact of adjusting a valuation allowance may be material. In determining when to release the valuation allowance established against the Company's net deferred income tax assets, the Company considers all available evidence, both positive and negative. Consistent with the Company's policy, and because of the Company's history of operating losses, the Company does not currently recognize the benefit of all its deferred tax assets, including tax loss carry forwards, which may be used to offset future taxable income. The Company continually assesses its ability to generate sufficient taxable income during future periods in which deferred tax assets may be realized. When the Company believes it is more likely than not that it will recover its deferred tax assets, the Company will reverse the valuation allowance as an income tax benefit in the statements of operations.

The U.S. GAAP method of accounting for uncertain tax positions utilizes a two-step approach to evaluate tax positions. Step one, recognition, requires evaluation of the tax position to determine if based solely on technical merits it is more likely than not to be sustained upon examination. Step two, measurement, is addressed only if a position is more likely than not to be sustained. In step two, the tax benefit is measured as the largest amount of benefit, determined on a cumulative probability basis, which is more likely than not to be realized upon ultimate settlement with tax authorities. If a position does not meet the more likely than not threshold for recognition in step one, no benefit is recorded until the first subsequent period in which the more likely than not standard is met. When this occurs, the issue is resolved with the taxing authority or the statute of limitations expires. Positions previously recognized are derecognized when the Company subsequently determines the position no longer is more likely than not to be sustained. Evaluation of tax positions, their technical merits and measurements using cumulative probability are highly subjective management estimates. Actual results could differ materially from these estimates.

The Company maintains a full valuation allowance on its U.S. net deferred tax assets. Deferred tax asset remeasurement (tax expense) was offset by a net decrease in valuation allowance, that resulted in no impact on the Company's income tax expense.

Research and Development

Research and development ("R&D") expenses consist of costs incurred for direct and overhead-related research expenses and are expensed as incurred. Costs to acquire technologies, including licenses, that are utilized in R&D and that have no alternative future use are expensed when incurred. Technology developed for use in the Company's product candidates is expensed as incurred until technological feasibility has been established.

R&D expenses for the three and nine months ended January 31, 2020 were $113,296 and $203,566, respectively, and for the three and nine months ended January 31, 2019 were $59,144 and $442,039, respectively.

Stock-Based Compensation

The Company recognizes stock-based compensation expense for only those awards ultimately expected to vest on a straight-line basis over the requisite service period of the award. The Company estimates the fair value of stock options using a Black-Scholes-Merton valuation model. This model requires the input of highly subjective assumptions, including the option's expected term and stock price volatility. In addition, judgment is also required in estimating the number of stock-based awards that are expected to be forfeited. Forfeitures are estimated based on historical experience at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. Thus, if factors change and the Company uses different assumptions, the stock-based compensation expense could be materially different in the future.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains most of its cash balance at a financial institution located in California. The Company's account at this institution is insured by the Federal Deposit Insurance Corporation up to $250,000. Uninsured balances aggregated approximately $0 and $127,000 at January 31, 2020 and April 30, 2019, respectively. The Company has not experienced any losses from this account. Management believes it is not exposed to any significant credit risk on cash.

Foreign Currency Translation

The Company translates the financial statements of its foreign subsidiaries from the local (functional) currencies to U.S. dollars in accordance with FASB ASC 830*Foreign Currency Matters*. All assets and liabilities of the Company's foreign subsidiaries are translated at quarter-end exchange rates, while revenue and expenses are translated at average exchange rates prevailing during the period. Adjustments for foreign currency translation fluctuations are excluded from net loss and are included in other comprehensive income. Gains and losses on short-term intercompany foreign currency transactions are recognized as incurred.

Going Concern

The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern; however, the following conditions raise substantial doubt about the Company's ability to do so. The condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern. As of January 31, 2020, the Company had an accumulated deficit of $103,107,876 and incurred a net loss for the nine months ended January 31, 2020 of $3,076,505. The Company requires substantial additional capital to finance its planned business operations and expects to incur operating losses in future periods due to the expenses related to the Company's core businesses. The Company has not realized any revenue since it commenced doing business in the biotechnology sector, and there can be no assurance that it will be successful in generating revenues in the future in this sector.

For the nine months ended January 31, 2020, funding was provided by investors to maintain and expand the Company's operations. Sales of the Common Stock were made under the Registration Statement on Form S-3 filed on September 13, 2017 ("S-3") allowing for offerings of up to $50 million in transactions that are deemed to be "at the market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended ("Securities Act") or transactions structured as a public offering of a distinct block or blocks of shares ("Block Trades") of Common Stock. During the nine-month period ended January 31, 2020, the Company continued to acquire funds through the Company's S-3 pursuant to which the placement agent sells shares of Common Stock in Block Trades in a program which is structured to provide up to $25 million to the Company less certain commissions pursuant to the S-3.

On August 13, 2019, the Company no longer met the eligibility requirements to use the S-3 to raise capital, and the Company ceased to use the S-3 to raise capital after that date. In late January 2020, the Company became eligible to use the S-3.

From May 1, 2019 through August 12, 2019 the Company raised capital of approximately $884,000 in Block Trade transactions net of commissions. During the quarter ended January 31, 2020, the Company raised $450,000 through the sale of unregistered shares of its Common Stock in private placement transactions. Subsequent to January 31, 2020, the Company raised additional capital in the amount of $65,000 through the sale of unregistered shares of its Common Stock in private placement transactions and $186,000 net of commissions, in Block Trades pursuant to the S-3.

The Company plans to continue to sell registered securities using the S-3 to raise capital to fund operations and R&D expenses until it files its Annual Report on Form 10-K for the fiscal year ended April 30, 2020 with the Commission, at which time it believes the S-3 will no longer be available to use to raise capital.

Recent Accounting Pronouncements

On May 1, 2019, the Company adopted Accounting Standards Update ("ASU") No. 2016-02, "Leases (Topic 842)," which requires the recognition of right-of-use ("ROU") assets and lease liabilities on the consolidated balance sheet. This ASU retains a distinction between finance leases and operating leases, and the classification criteria for distinguishing between finance leases and operating leases are substantially similar to the classification criteria for distinguishing between capital leases and operating leases in the current accounting literature. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The Company elected the available practical expedients on adoption. Adoption of the new standard resulted in an immaterial amount of total lease liabilities and ROU assets of as of May 1, 2019.

The Company does not anticipate any material impact on its condensed consolidated financial statements upon the adoption of the following accounting pronouncements issued during 2018 and 2019: (i) ASU 2018-19, *ASC Topic 326: Codification Improvements to Financial Instruments*; and (ii) ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.*

ASU No. 2019-12, *Simplifying the Accounting for Income Taxes* ("ASU 2019-12"), was issued in December 2019. Under ASU 2019-12, the accounting for income taxes is simplified by eliminating certain exceptions and implementing additional requirements which result in a more consistent application of ASC 740. The Company is currently in the process of evaluating the impact of adopting ASU 2019-12 in 2021, but it does not expect it to have a material impact on our condensed consolidated financial statements.

NOTE 3 – ACCRUED EXPENSES

Accrued expenses at January 31, 2020 and April 30, 2019 are summarized below:

	January 31, 2020	April 30, 2019
Payroll related costs	$ 421,941	$ 358,616
Share issuance compensation	–	240,015
Other	256,419	22,335
Total	$ 678,360	$ 620,966

NOTE 4 – COMMON STOCK TRANSACTIONS

A summary of the Common Stock transactions and related weighted average grant date fair value information for the nine months ended January 31, 2020 and 2019 is set forth below:

In July 2017, the Company issued 4,200,000 shares of restricted Common Stock to three consultants pursuant to consulting agreements. The terms of two of the agreements were for twelve months and one agreement was for eighteen months. The shares vest monthly over a twelve-month to eighteen-month period and were subject to the consultants providing services under their respective agreements with the Company. The Company recorded a non-cash consulting expense in the amount of $0 and $0 for the three and nine months ended January 31, 2020, respectively, and $11,200 and $73,800 for the three and nine months ended January 31, 2019, respectively. There were no unvested shares remaining related to such consulting agreements as of January 31, 2020 and 2019, respectively.

During the nine months ended January 31, 2019, the Company issued 1,950,000 shares of restricted Common Stock to two consultants pursuant to consulting agreements. The terms of these two consulting agreements were for twelve months. The shares vest monthly over a twelve-month period and are subject to the consultants providing services under their respective consulting agreement. An additional agreement with one of the consultants required 500,000 shares vest upon issuance. The Company recorded a non-cash consulting expense in the amount of $0 and $12,816 for the three and nine months ended January 31, 2020, respectively, and $24,230 and $67,084 for the three and nine months ended January 31, 2019, respectively. There were zero and 562,500 unvested shares of Common Stock remaining related to these consulting agreements as of January 31, 2020 and 2019, respectively.

In April 2019, two consultants were issued 2,500,000 shares of restricted Common Stock pursuant to their respective consulting agreement. The term of the agreements is for twelve months which covered prior and current periods. The shares vest monthly over a twelve-month period and are subject to the consultant providing services under their respective consulting agreement. The Company recorded a non-cash consulting expense in the amount of $0 and $11,910 for the three and nine months ended January 31, 2020. There were zero unvested shares as of January 31, 2020.

During the nine months ended January 31, 2020, the four independent directors of the Company's Board of Directors ("Board") were issued 2,000,000 shares of restricted Common Stock pursuant to their respective Director Letter Agreement ("DLA") with the Company. relating to their services for the prior year. The terms of each DLA is for twelve months. The shares vest on the directors' anniversary date of their respective DLA. The Company recorded a non-cash expense of $0 and $19,212 for the three and nine months ended January 31, 2020, respectively. There were zero unvested shares of Common Stock remaining related to these DLAs as of January 31, 2020.

During the nine months ended January 31, 2020, a consultant was issued 500,000 shares of restricted Common Stock pursuant to his consulting agreement with the Company. The term of the consulting agreement is for twelve months which covered prior and current periods. The shares vest monthly over a twelve-month period and are subject to the consultant providing services under his consulting agreement. The Company recorded a non-cash consulting expense in the amount of $0 and $17,350 for the three and nine months ended January 31, 2020, respectively.

In April 2019, the Company awarded 6,600,000 shares of restricted Common Stock to officers as part of their respective executive compensation agreement for 2019. These shares vest monthly over a twelve-month period and are subject to them continuing service under their respective executive compensation agreement. During the three and nine months ended January 31, 2020, the Company recorded a non-cash compensation expense in the amount of $69,438 and $278,891, respectively. There were zero unvested shares as of January 31, 2020.

During the nine months ended January 31, 2020, four independent directors of the Board were issued 2,000,000 shares of restricted Common Stock pursuant to their respective DLA with the Company. Each share issuance under a DLA covers a twelve-month period. The shares vest upon the appointment of a director pursuant to a DLA. The DLA is automatically renewed and a new grant of shares of Common Stock occurs upon on the anniversary date of each DLA. The Company recorded a non-cash expense of $18,998 and $46,433 for the three and nine months ended January 31, 2020, respectively. There were zero unvested shares remaining related to a DLA as of January 31, 2020.

During the nine months ended January 31, 2020, a consultant was issued 2,000,000 shares of restricted Common Stock pursuant to his services as the Chairman of the Company's Medical and Scientific Advisory Board over a four-year period. This share issuance covered prior and current periods. The shares vest upon issuance are subject to the consultant providing services to the Company. The Company recorded a non-cash consulting expense in the amount of $0 and $11,851 for the three and nine months ended January 31, 2020, respectively. There were zero unvested shares remaining related to his compensation agreements as of January 31, 2020.

During the nine months ended January 31, 2020, five consultants were issued 2,200,000 shares of restricted Common Stock pursuant to their respective consulting agreement with the Company. The terms of the agreements are for twelve months. The shares vest monthly over a twelve-month period and are subject to the consultant providing services under the consultant's respective consulting agreement. The Company recorded a non-cash consulting expense in the amount of $26,092 and $46,895 for the three and nine months ended January 31, 2020, respectively. There were 750,000 unvested shares remaining related to these consulting agreements as of January 31, 2020.

During the nine months ended January 31, 2020, a consultant was issued 500,000 shares of restricted Common Stock pursuant to his services as the Company's Chairman of its Medical and Scientific Advisory Board over a twelve-month period. The shares vest upon issuance. The Company recorded a non-cash consulting expense in the amount of $4,600 and $6,133 for the three and nine months ended January 31, 2020, respectively.

In January 2020, the Company awarded 6,600,000 shares of restricted Common Stock to officers as part of their executive compensation agreements for 2020. These shares vest monthly over a twelve-month period and are subject to them continuing service under their respective executive compensation agreement. During the three and nine months ended January 31, 2020, the Company recorded a non-cash compensation expense in the amount of $30,800 and $30,800, respectively. There were 6,050,000 unvested shares remaining related to the executive compensation agreements as of January 31, 2020.

During the nine months ended January 31, 2020, the Company entered into three stock subscription agreements resulting in the sale and issuance of ninety million (90 million) shares of restricted Common Stock. The Company received $450,000 from the sale of these shares.

All shares described above were issued without registration under the Securities Act in reliance upon the exemption afforded by Section 4(a)(2) of the Securities Act.

During the nine months ended January 31, 2020 and 2019, the Company sold and issued approximately 136.7 and 111.7 million shares of registered Common Stock, respectively, at prices ranging from approximately $0.01 to $0.03 per share as Block Trades pursuant to the Company's S-3. Net of underwriting discounts, legal, accounting and other offering expenses, the Company received net proceeds of approximately $884,000 and $1.9 million from the sale of these shares for the nine months ended January 31, 2020 and 2019, respectively.

On October 30, 2019, the Company issued one share of its Series A Preferred Stock to its Chief Executive Officer as described in detail in Note 11 – Preferred Stock. On October 31, 2019, the Board passed a resolution recommending to shareholders that they approve the amendment of the Company's articles of incorporation to increase the number of authorized shares of the Company's common stock by 1,000,000,000 from 1,490,000,000 to 2,490,000,000 shares. Subsequently, on October 31, 2019, by a written consent executed by holders of a majority of the voting power of the Company's outstanding stock, the Company's stockholders approved such an amendment. On October 31, 2019 such amendment was filed with the Secretary of State of the State of Nevada.

A summary of the Company's unvested restricted stock activity and related weighted average grant date fair value information for the nine months ended January 31, 2020 are as follows:

	Shares	Weighted Average Grant Date Fair Value
Unvested, April 30, 2019	4,600,000	$ 0.05
Granted	15,800,000	0.05
Vested	(13,600,000)	0.05
Unvested, January 31, 2020	6,800,000	$ 0.05

NOTE 5 – STOCK OPTIONS AND WARRANTS

Stock Options

As of January 31, 2020, the Company had 94,650,000 outstanding stock options to its directors and officers (collectively, "Employee Options") and consultants (collectively, "Non-Employee Options").

During the nine months ended January 31, 2020 and 2019, the Company granted 11,000,000 and zero Employee Options, respectively. During the nine months ended January 31, 2020, 25,000,000 options expired.

The fair value of the Employee Options at the date of grant was estimated using the Black-Scholes-Merton option-pricing model, based on the following weighted average assumptions:

	Nine Months Ended January 31,	
	2020	2019
Risk-free interest rate	1.8%	–
Expected volatility	91%	–
Expected lives (years)	2.7	–
Expected dividend yield	0.00%	–

The Company's computation of expected volatility is based on the historical daily volatility of publicly traded Common Stock. For stock option grants issued during the nine months ended January 31, 2020 and 2019, the Company used a calculated volatility for each grant. The Company lacks adequate information about potential exercise behavior and has determined the expected term assumption under the simplified method provided for under ASC 718, which averages the contractual term of the Company's stock options of five years with the average vesting term of two and one-half years for an average of three years. The dividend yield assumption of zero is based upon the fact the Company has never paid cash dividends and presently has no intention of paying cash dividends. The risk-free interest rate used for each grant is equal to the U.S. Treasury rates in effect at the time of the grant for instruments with a similar expected life.

During the nine months ended January 31, 2020 and 2019, the Company granted 1,200,000 and 1,200,000 Non-Employee Options, respectively. During the three months ended January 31, 2020 and 2019, the Company granted zero and zero Non-Employee Options, respectively.

Non-Employee Option grants that do not vest immediately upon grant are recorded as an expense over the vesting period. The value of the options was determined as of the grant date using the Black-Scholes-Merton option-pricing model and compensation expense is being recognized over the service period.

A summary of the Company's stock option activity and related information for the nine months ended January 31, 2020 are shown below:

	Options	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value per Share
Outstanding, April 30, 2019	107,450,000	$ 0.11	$ 0.11
Issued	12,200,000	$ 0.04	$ 0.04
Forfeited	(25,000,000)	$ 0.19	$ 0.19
Exercised	–	–	–
Outstanding, January 31, 2020	94,650,000	$ 0.08	$ 0.07
Exercisable, January 31, 2020	85,900,000	$ 0.08	–
Vested and expected to vest	94,650,000	$ 0.08	–

A summary of the activity for unvested stock options during the nine months ended January 31, 2020 is as follows:

	Options	Weighted Average Grant Date Fair Value
Unvested, April 30, 2019	6,200,000	$ 0.05
Granted	12,200,000	$ 0.04
Vested	(9,650,000)	$ 0.05
Forfeited	–	–
Unvested, January 31, 2020	8,750,000	$ 0.04

The Company recorded $74,025 and $51,153 of stock-based compensation related to the issuance of Employee Options to certain officers and directors in exchange for services during the three months ended January 31, 2020 and 2019, respectively, and $284,934 and $204,619 during the nine months ended January 31, 2020 and 2019, respectively. At January 31, 2020, there remained $194,758 of unrecognized compensation expense related to unvested Employee Options granted to officers and directors, to be recognized as expense over a weighted-average period of the remaining eleven months in the calendar year. The unvested options vest at 750,000 shares per month and are expected to be fully vested on December 31, 2020.

The Company recorded $10,411 and $21,331 of stock-based compensation related to the issuance of Non-Employee Options in exchange for services during the three months ended January 31, 2020 and 2019, respectively, and $24,237 and $78,054 during the nine months ended January 31, 2020 and 2019, respectively. At January 31, 2020, there remained $17,089 of unrecognized compensation expense related to unvested Non-Employee Options granted to consultants, to be recognized as expense over a weighted-average period of the remaining five months. The unvested Non-Employee Options vest at 100,000 shares per month and are expected to be fully vested on June 30, 2020.

The following table summarizes ranges of outstanding stock options by exercise price at January 31, 2020:

Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life (years) of Outstanding Options	Weighted Average Exercisable Price	Number of Options Exercisable	Weighted Average Exercise Price of Exercisable Options
$ 0.110	27,200,000	0.06	$ 0.110	27,200,000	$ 0.110
$ 0.184	250,000	0.11	$ 0.184	250,000	$ 0.184
$ 0.063	15,600,000	0.55	$ 0.063	15,600,000	$ 0.063
$ 0.104	10,450,000	1.35	$ 0.104	10,450,000	$ 0.104
$ 0.0685	600,000	1.25	$ 0.0685	600,000	$ 0.0685
$ 0.058	2,450,000	1.80	$ 0.058	2,450,000	$ 0.058
$ 0.0734	1,200,000	2.25	$ 0.0734	1,200,000	$ 0.0734
$ 0.0729	1,800,000	2.44	$ 0.0729	1,800,000	$ 0.0729
$ 0.089	1,200,000	2.46	$ 0.089	1,200,000	$ 0.089
$ 0.0553	500,000	1.35	$ 0.0553	500,000	$ 0.0553
$ 0.0558	9,000,000	1.75	$ 0.0558	9,000,000	$ 0.0558
$ 0.0534	1,200,000	3.60	$ 0.0534	1,200,000	$ 0.0534
$ 0.0539	1,000,000	1.62	$ 0.0539	1,000,000	$ 0.0539
$ 0.0683	500,000	1.71	$ 0.0683	500,000	$ 0.0683
$ 0.0649	500,000	1.85	$ 0.0649	500,000	$ 0.0649
$ 0.0404	1,000,000	2.13	$ 0.0404	1,000,000	$ 0.0404
$ 0.0370	500,000	2.21	$ 0.0370	500,000	$ 0.0370
$ 0.0495	9,000,000	2.48	$ 0.0495	9,000,000	$ 0.0495
$ 0.0380	1,200,000	4.65	$ 0.0380	700,000	$ 0.0380
$ 0.0340	500,000	2.35	$ 0.0340	500,000	$ 0.0340
$ 0.0408	9,000,000	2.96	$ 0.0408	750,000	$ 0.0408
Total	94,650,000	1.27	$ 0.08	85,900,000	$ 0.08

The aggregate intrinsic value of outstanding options as of January 31, 2020 was $125,970. This represents options whose exercise price was less than the closing fair market value of Common Stock on January 31, 2020 of approximately $0.056 per share.

Warrants

The warrants issued by the Company are equity-classified. The fair value of the warrants was recorded as additional paid-in-capital, and no further adjustments are made.

For stock warrants paid in consideration of services rendered by non-employees, the Company recognizes consulting expense in accordance with the requirements of ASC 505.

The Company issued a Common Stock Purchase Warrant ("May 2018 Warrant") to Aeon Capital, Inc. ("Aeon") dated May 30, 2018 for a Block Trade pursuant to the Company's engagement agreement with Aeon dated February 22, 2018 ("Engagement Agreement"). The May 2018 Warrant provides Aeon the right to purchase 1,388,889 shares of restricted Common Stock based upon this Block Trade. The Company classified the May 2018 Warrant as equity. The May 2018 Warrant has a term of five years with an exercise price of approximately $0.02 per warrant share. Using the Black-Scholes-Merton option pricing model, the Company determined the aggregate value of the May 2018 Warrant to be approximately $19,000. The May 2018 Warrant has a cashless exercise feature.

The Company issued a warrant to Aeon dated June 28, 2018 ("June 2018 Warrant") for a Block Trade pursuant to the Engagement Agreement. The June 2018 Warrant provides Aeon with the right to purchase 1,923,077 shares of restricted Common Stock based upon a Block Trade. The Company classified the June 2018 Warrant as equity. The June 2018 Warrant has a term of five years with an exercise price of approximately $0.03 per warrant share. Using the Black-Scholes-Merton option pricing model, the Company determined the aggregate value of the June 2018 Warrant to be approximately $38,000. The June 2018 Warrant has a cashless exercise feature.

The Company issued a warrant to Aeon dated November 1, 2018 ("November 2018 Warrant") for a Block Trade pursuant to the Engagement Agreement. The November 2018 Warrant provides Aeon with the right to purchase 2,272,727 shares of restricted Common Stock based upon a Block Trade. The Company classified the November 2018 Warrant as equity. The November 2018 Warrant has a term of five years with an exercise price of approximately $0.01 per warrant share. Using the Black-Scholes-Merton option pricing model, the Company determined the aggregate value of the November 2018 Warrant to be approximately $19,000. The November 2018 Warrant has a cashless exercise feature.

The Company issued a Warrant to Aeon dated June 13, 2019 ("June 2019 Warrant") for a Block Trade pursuant to the Engagement Agreement. The June 2019 Warrant provides Aeon with the right to purchase 1,388,889 shares of restricted Common Stock based upon a Block Trade. The Company classified the June 2019 Warrant as equity. The June 2019 Warrant has a term of five years with an exercise price of approximately $0.01 per warrant share. Using the Black-Scholes-Merton option pricing model, the Company determined the aggregate value of the June 2019 Warrant to be approximately $9,000. The June 2019 Warrant has a cashless exercise feature.

The Company issued a Warrant to Aeon dated July 15, 2019 ("July 2019 Warrant") for a Block Trade pursuant to the Engagement Agreement. The July 2019 Warrant provides Aeon with a right to purchase 1,944,444 shares of restricted Common Stock based upon a Block Trade. The Company classified the July 2019 Warrant as equity. The July 2019 Warrant has a term of five years with an exercise price of approximately $0.01 per warrant share. Using the Black-Scholes-Merton option pricing model, the Company determined the aggregate value of the July 2019 Warrant to be approximately $12,000. The July 2019 Warrant has a cashless exercise feature.

The Company issued two Warrants to Aeon dated August 7, 2019 ("August 2019 Warrants") for two Block Trades pursuant to the Engagement Agreement. The August 2019 Warrants provide Aeon with a right to purchase 3,500,000 shares of restricted Common Stock based upon two Block Trades. The Company classified the August 2019 Warrants as equity. The August 2019 Warrants have a term of five years with an exercise price of approximately $0.01 per warrant share. Using the Black-Scholes-Merton option pricing model, the Company determined the aggregate value of the August 2019 Warrants to be approximately $12,000. The August 2019 Warrants have a cashless exercise feature.

A summary of the Company's warrant activity and related information for the nine months ended January 31, 2020 are shown below:

	Warrants	Weighted Average Exercise Price
Outstanding, April 30, 2019	42,077,797	$ 0.09
Issued	6,833,333	0.01
Expired	(854,308)	0.12
Outstanding, January 31, 2020	48,056,822	–
Exercisable, January 31, 2020	48,056,822	$ 0.07

The following table summarizes additional information concerning warrants outstanding and exercisable at January 31, 2020:

Exercise Prices	Number of Warrant Shares Exercisable at October 31, 2019	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$0.12	17,000,000	0.94	–
$0.11	10,000,000	0.14	–
$0.065	769,231	1.88	–
$0.0575	869,565	2.18	–
$0.03	2,500,000	2.82	–
$0.026	1,923,077	3.41	–
$0.025	2,000,000	2.48	–
$0.018	1,388,889	3.33	–
$0.011	2,272,727	3.75	–
$0.01	2,500,000	4.15	–
$0.009	3,333,333	4.42	–
$0.005	3,500,000	4.52	–
	48,056,822	1.94	$ 0.07

NOTE 6 – LEGAL PROCEEDINGS

The Company is not currently a party to any pending legal proceedings, material or otherwise. There are no legal proceedings to which any property of the Company is subject.

NOTE 7 – RELATED PARTY TRANSACTIONS

The Company had the following related party transactions during the three and nine months ended January 31, 2020 and 2019, respectively.

The Company owns 14.5% of the equity in SG Austria which is reported on the cost method of accounting. SG Austria has two subsidiaries: (i) Austrianova; and (ii) Austrianova Thailand Co. Ltd. The Company purchased products and services from these subsidiaries in the approximate amounts of $85,000 and $87,000 in the three and nine months ended January 31, 2020, respectively, and $48,000 and $168,000 for the three and nine months ended January 31, 2019, respectively.

In April 2014, the Company entered into a consulting agreement ("Vin-de-Bona Consulting Agreement") with Vin-de-Bona Trading Co. Ltd ("Vin-de-Bona") pursuant to which it agreed to provide consulting services to the Company. Vin-de-Bona is owned by Prof. Walter H. Günzburg ("Prof. Günzburg") and Brian Salmons, PhD ("Dr. Salmons"), both of whom are involved in numerous aspects of the Company's scientific endeavors relating to cancer and diabetes. Prof. Günzburg is the Chairman of Austrianova, and Dr. Salmons is the Chief Executive Officer and President of Austrianova. The term of the Vin-de-Bona Consulting Agreement is for 12 months and automatically renews for successive 12-month terms. After the initial term, either party has the right to terminate the Vin-de-Bona Consulting Agreement by giving the other party 30 days' written notice before the effective date of termination. The amounts incurred for consulting services by Vin-de-Bona for the three and nine months ended January 31, 2020 were approximately $3,000 and $18,000, respectively, and $2,000 and $14,000 for the three and nine months ended January 31, 2019, respectively. In addition, during the nine months ended January 31, 2020 the Company issued 250,000 common shares to Dr. Salmons for being a member of the Company's Medical and Scientific Advisory Board. The Company recorded a noncash expense of approximately $7,300 relating to these shares for the nine months ended January 31, 2020.

During the month of October 2019, the Company received $70,000 from an officer of the Company as a short-term payable that was non-interest bearing and due on demand. During the three months ended January 31, 2020, the related party was repaid in full.

During the nine months ended January 31, 2020, the Company issued one share of Series A Preferred Stock to the Chief Executive Officer of the Company for $1 pursuant to a subscription agreement. The Series A Preferred Stock is described in detail in Note 11 – Preferred Stock. During the three months ended January 31, 2020, the Board exercised its right to have the Company redeem the one share of Series A Preferred Stock. It is no longer issued and outstanding.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

The Company acquires assets still in development and enters into license agreements with third parties that often require milestone and royalty payments to the third-party contingent upon the occurrence of certain future events linked to the success of the asset in development. Milestone payments may be required, contingent upon the successful achievement of an important point in the development lifecycle of the pharmaceutical product (e.g., approval of the product for marketing by a regulatory agency). If required by the license agreements, the Company may have to make royalty payments based upon a percentage of the sales of the pharmaceutical products if regulatory approval for marketing is obtained.

Office Lease

The Company determines whether an arrangement is, or contains, a lease at inception of the agreement. Prior to May 1, 2019, the Company generally accounted for operating lease payments by charging them to expense as incurred. Beginning on May 1, 2019, operating leases that have commenced are included in other assets and accrued expenses in the condensed consolidated balance sheet. Classification of operating lease liabilities as either current or noncurrent is based on the expected timing of payments due pursuant to the Company's obligations under the lease. The Company concluded that as of May 1, 2019, the lease liability and the ROU are immaterial to the condensed consolidated balance sheet; therefore, no amount was included in the condensed consolidated balance sheet.

The Company leases office space related to the administrative activities and at January 31, 2020, the remaining term of the lease is seven months.

The following table presents the minimum lease payments as of January 31, 2020.

	Amount
2020	$ 7,110
2021	9,480
Total minimum lease payments	$ 16,590

Material Agreements

The Company's material agreements are identified and summarized in Note 1 – Nature of Business – Company Background and Material Agreements.

Service Agreements

The Company has entered into several service agreements, with both independent and related parties, pursuant to which services will be provided over the next four to twenty-four months related to the Company's planned IND filing. The services include regulatory affairs strategy, advice and completion of the IND submission to the FDA, container closure integrity testing of the clinical trial product syringes over the course of two years, a two year stability study and the preparation of angiography guidelines for implantation of the encapsulated cells for use in the Company's planned clinical trial in LAPC. The total cost of such service agreements is estimated to be approximately $220,000, of which the related party portion will be $40,000.

Compensation Agreements

The Company entered into executive compensation agreements with its three executive officers in March 2015, each of which was amended in December 2015. The amendments provided that each executive compensation agreement has a term of two years with annual extensions thereafter unless the Company or the officer provides written notification of termination at least ninety days prior to the end of the term or subsequent extensions. The Company entered into a DLA with a new Board member in April 2015 which continues in effect until the member is no longer on the Board.

In March 2017, the Company amended the executive compensation agreements with its three executive officers. The term for each agreement is two years from an effective date of January 1, 2017. At the same time, the Company amended the compensation agreement with the Board member referenced above. It continues in effect until the member is no longer on the Board.

The Company has four independent directors. Each director receives the same compensation: (i) $12,500 in cash for each calendar quarter of service on the Board; (ii) 500,000 fully-paid, non-assessable shares of restricted Common Stock ("Shares") annually; and (iii) a five-year option to purchase 500,000 Shares annually at an exercise price equal to the fair market value of the Shares on the date of grant. The Shares and the options fully vest on the date of the grants.

NOTE 9 – INCOME TAXES

The Company had no income tax expense for the nine months ended January 31, 2020 and 2019, respectively. During the nine months ended January 31, 2020 and 2019, the Company had a net operating loss ("NOL") for each period which generated deferred tax assets for NOL carryforwards. The Company provided valuation allowances against the net deferred tax assets including the deferred tax assets for NOL carryforwards. Valuation allowances provided for the net deferred tax asset increased by approximately $270,000 and $710,000 for the nine months ended January 31, 2020 and 2019, respectively.

There was no material difference between the effective tax rate and the projected blended statutory tax rate for the nine months ended January 31, 2020 and 2019.

Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. Based on the assessment of all available evidence including, but not limited to, the Company's limited operating history in its core business and lack of profitability, uncertainties of the commercial viability of its technology, the impact of government regulations and healthcare reform initiatives and other risks normally associated with biotechnology companies, the Company has concluded that is more likely than not that these operating loss carryforwards will not be realized. Accordingly, 100% of the deferred tax valuation allowance has been recorded against these assets at January 31, 2020.

The Company's policy is to recognize any interest and penalties related to unrecognized tax benefits as a component of income tax expense. As of the nine months ended January 31, 2020 and 2019, the Company had accrued no interest or penalties related to uncertain tax positions.

See Note 9 of Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended April 30, 2019 for additional information regarding income taxes.

NOTE 10 – EARNINGS PER SHARE

Basic earnings (loss) per share is computed by dividing earnings available to stockholders who own Common Stock by the weighted average number of shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of shares and potentially dilutive shares of Common Stock outstanding during the period increased to include the number of additional shares of Common Stock that would be outstanding if the potentially dilutive securities had been issued. Potential shares of Common Stock outstanding principally include stock options and warrants. During the nine months ended January 31, 2020 and 2019, the Company incurred losses. Accordingly, the effect of any Common Stock equivalent would be anti-dilutive during those periods and are not included in the calculation of diluted weighted average number of shares outstanding.

The table below sets forth the basic loss per share calculations:

	Nine Months Ended January 31,	
	2020	**2019**
Net loss	$ (3,076,505)	$ (2,928,284)
Basic weighted average number of shares outstanding	1,284,500,731	1,084,053,016
Diluted weighted average number of shares outstanding	1,284,500,731	1,084,053,016
Basic and diluted loss per share	$ (0.00)	$ (0.00)

The table below sets forth these potentially dilutive securities:

	Nine Months Ended January 31,	
	2020	2019
Excluded options	94,650,000	96,450,000
Excluded warrants	48,056,822	39,577,797
Total excluded options and warrants	142,706,822	136,027,797

	Three Months Ended January 31,	
	2020	2019
Net loss	$ (875,308)	$ (676,347)
Basic weighted average number of shares outstanding	1,375,499,976	1,126,904,505
Diluted weighted average number of shares outstanding	1,375,499,976	1,126,904,505
Basic and diluted loss per share	$ (0.00)	$ (0.00)

NOTE 11 – PREFERRED STOCK

The Company has authorized 10,000,000 shares of preferred stock, with a par value of $0.0001, of which one share has been designated as "Series A Preferred Stock". The one share of Series A Preferred Stock was issued on October 30, 2019 and repurchased by the Company on December 3, 2019. As of January 31, 2020, there are no shares of preferred stock issued and outstanding.

The description of the Series A Preferred Stock below is qualified in its entirety by reference to the Company's Articles of Incorporation, as amended.

The Series A Preferred Stock has the following features:

- There is one share of preferred stock designated as Series A Preferred Stock;
- The Series A Preferred Stock has a number of votes at any time equal to the number of votes then held by all other shareholders of the Company having a right to vote on any matter plus one. The Certificate of Designations that designated the terms of the Series A Preferred Stock cannot be amended without the consent of the holder of the Series A Preferred Stock;
- The Company may redeem the Series A Preferred Stock at any time for a redemption price of $1.00 paid to the holder of the share of Series A Preferred Stock; and
- The Series A Preferred Stock has no rights of transfer, conversion, dividends, preferences upon liquidation or participation in any distributions to shareholders.

NOTE 12 – SUBSEQUENT EVENTS

On February 2, 2020, the Company entered into a share subscription agreement in a private placement for a total of 13,000,000 shares of restricted Common Stock for a total of $65,000. There were no fees payable by the Company or warrant coverage relating to the share subscription agreement and the securities were offered and sold without registration under the Securities Act of 1933 as amended, in reliance on Section 4(a)(2) thereof.

From February 1, 2020 through March 13, 2020, the Company sold 40,000,000 shares of Common Stock using the S-3 structured as a Block Trade. The issuance of these shares resulted in gross proceeds to the Company of approximately $200,000. Pursuant to the Engagement Agreement with Aeon , the Company is required to pay Aeon a fee of 7%, which equals $14,000 and provide warrant coverage equal to 5% of the number of shares of Common Stock sold in the Block Trade with a five-year term which is 2 million warrant shares with an exercise price of $0.005 per share.

Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

This Report includes "forward-looking statements" within the meaning of the federal securities laws. All statements other than statements of historical fact are "forward-looking statements" for purposes of this Report, including any projections of earnings, revenue or other financial items, any statements regarding the plans and objectives of management for future operations, any statements concerning proposed new products or services, any statements regarding future economic conditions or performance, any statements regarding expected benefits from any transactions and any statements of assumptions underlying any of the foregoing. In some cases, forward looking statements can be identified by use of terminology such as "may," "will," "should," "believes," "intends," "expects," "plans," "anticipates," "estimates," "goal," "aim," "potential" or "continue," or the negative thereof or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements contained in this Report are reasonable, there can be no assurance that such expectations or any of the forward-looking statements will prove to be correct, and actual results could differ materially from those projected or assumed in the forward-looking statements. Thus, investors should refer to and carefully review information in future documents we file with the Commission. Our future financial condition and results of operations, as well as any forward looking statements, are subject to inherent risk and uncertainties, including, but not limited to, the risk factors set forth in "Part I, Item 1A – Risk Factors" set forth in our Form 10-K for the year ended April 30, 2019 and for the other reasons described elsewhere in this Report.

All forward-looking statements and reasons why results may differ included in this Report are made as of the date of this Report, and we do not intend to update any forward-looking statements except as required by law or applicable regulation. Except where the context otherwise requires, in this Report, the "Company," "we," "us" and "our" refer to PharmaCyte Biotech, Inc., a Nevada corporation, and, where appropriate, its subsidiaries.

Overview

We are a biotechnology company focused on developing and preparing to commercialize cellular therapies for various types of cancer and for diabetes that are based upon a proprietary cellulose-based live cell encapsulation technology known as "Cell-in-a-Box®." The Cell-in-a-Box® technology is intended to be used as a platform upon which therapies for several types of cancer, including LAPC, and diabetes are being developed.

A critical unmet medical need exists for patients with LAPC whose tumor in a patient's pancreas no longer responds after 4-6 months of treatment with either Abraxane® plus gemcitabine or the 4-drug combination known as FOLFIRINOX (both combinations are the current standards of care). These patients have no effective treatment alternative once their tumor no longer responds to these therapies. Two commonly used treatments for such patients are 5-FU or capecitabine plus radiation (chemoradiation therapy). Both treatments are only marginally effective in treating the tumor and result in serious side effects. Recently, radiation treatment alone is being used at some cancer centers in the U.S.

For LAPC, our therapy is comprised of implanting encapsulated genetically modified live cells in the blood supply as close to the tumor in the pancreas as possible followed by the administration of low doses of the cancer prodrug ifosfamide. We believe that our therapy can serve as a "consolidation therapy" with the current standards of care for patients with LAPC and meet the critical unmet medical need. We are currently working on an IND to submit to the FDA so that we can commence a Phase 2b clinical trial involving LAPC.

We are continuing to work on projects related to the planned IND submission involving LAPC. Among other things, this work includes completion of each Module within the IND, the Investigator's Brochure, the Pharmacy Manual, the Protocol for the LAPC clinical trial, a container closure integrity test of our clinical trial product that will be conducted over the course of two years, a pyrogenicity test, preparation of the angiography guidelines for implantation of the encapsulated cells for use in the LAPC clinical trial and a two-year stability study of our clinical trial product. The work also includes preparation of a Drug Master File, drafting change history related to the manufacturing process that existed when the preclinical studies involving our product were conducted compared to the current manufacturing process for our clinical trial product and publication of the IND in concert with our U.S. Agent for the FDA.

The plan is to initially conduct the LAPC trial in the U.S. with possible study sites in Europe at a later date. However, no assurance can be given that we will be able to make the IND submission to the FDA or that the FDA will approve our submission.

We are also developing ways to use the benefits of the Cell-in-a-Box® technology to treat forms of cancer that are based upon the use of cannabinoids from*Cannabis* as prodrugs in much the same way that the Cell-in-a-Box® plus the cancer prodrug ifosfamide will be used to treat LAPC. Until the IND involving LAPC has been submitted to the FDA, we are not spending any further resources developing this program.

In addition, we are developing a therapy to delay the production and accumulation of malignant ascites fluid that results from many types of abdominal cancerous tumors. Malignant ascites fluid is secreted by abdominal cancerous tumors into the abdomen after the tumors have reached a certain stage of growth. This fluid contains cancer cells that can seed and form new tumors throughout the abdomen. This fluid accumulates in the abdominal cavity, causing swelling of the abdomen, severe breathing difficulties and extreme pain. We are using our therapy for pancreatic cancer to determine if it can prevent or delay the production and accumulation of malignant ascites fluid. As with our *Cannabis* program, until the IND involving LAPC has been submitted to the FDA, we are not spending any further resources developing this program.

Finally, we are developing a therapy for Type 1 diabetes and insulin-dependent Type 2 diabetes. Our diabetes therapy consists of encapsulating genetically modified human liver cells, beta islet cells and/or insulin-producing stem cells using the Cell-in-a-Box® technology and then implanting them in the body to act as a bio-artificial pancreas for insulin production. As with the two previous programs, we are not spending any further resources developing this program until the IND involving LAPC has been submitted to the FDA. However, work at UTS on the Melligen cells continues. The work is being funded by us and UTS. Our portion of the funding was previously paid to UTS.

Performance Indicators

Non-financial performance indicators used by management to manage and assess how the business is progressing include, but are not limited to, the ability to: (i) acquire appropriate funding for all aspects of our operations; (ii) complete necessary contracts; (iii) complete activities for producing genetically modified live cells that can convert a cancer prodrug to its cancer-killing form and having them encapsulated and grown in the capsules for use in our planned preclinical studies and clinical trials; (iv) complete all tests required by the FDA for our cellular therapies; (v) ensure the manufacture of our encapsulated live cells is in compliance with current good manufacturing practice ("GMP") regulations as required by the applicable regulatory agencies so they may be used in our clinical trials; and (vi) have regulatory work completed to enable studies and trials to be submitted to regulatory agencies and be GMP compliant.

There are numerous factors required to be completed successfully to ensure our final product candidates are ready for use in our clinical trials. Therefore, the effects of material transactions with related parties and certain other parties to the extent necessary for such an undertaking may have substantial effects on both the timeliness and success of our current and prospective financial position and operating results.

Results of Operations

Three and nine months ended January 31, 2020 compared to three and nine months ended January 31, 2019

Revenue

We had no revenues for the three and nine months ended January 31, 2020 and 2019.

Operating Expenses and Loss from Operations

The following table summarizes our operating expenses and loss from operations for the three and nine months ended January 31, 2020 and 2019, respectively:

Three Months Ended January 31,		Nine Months Ended January 31,	
2020	2019	2020	2019
$ 875,308	$ 676,347	$ 3,076,505	$ 2,928,284

The total operating expenses for the three-month period ended January 31, 2020 increased by $198,961 from the three months ended January 31, 2019. The increase is attributable to an increase in R&D expenses of $54,152, an increase in director fees of $29,269, an increase in compensation expense of $34,435, an increase in legal and professional expense of $59,307 and an increase in general and administrative expenses of $21,798.

The total operating expenses for the nine-month period ended January 31, 2020 increased by $148,221 from the nine months ended January 31, 2019. The increase is attributable to an increase in director fees of $48,263, an increase in legal and professional expense of $99,824 and an increase in general and administrative expenses of $132,513, and an increase in compensation expense of $106,094, net of a decrease in R&D expenses of $238,473. The increase in general and administrative expenses was mainly attributable to an increase in travel expense net of a decrease in consulting expense.

Discussion of Operating, Investing and Financing Activities

The following table presents a summary of our sources and uses of cash for the nine months ended January 31, 2020 and 2019, respectively:

	Nine Months Ended	
	January 31, 2020	**January 31, 2019**
Net cash used in operating activities:	$ (1,698,981)	$ (2,216,549)
Net cash used in investing activities:	$ –	$ –
Net cash provided by financing activities:	$ 1,333,500	$ 1,860,000
Effect of currency rate exchange	$ (7,530)	$ (3,787)
Net decrease in cash	$ (373,011)	$ (360,336)

Operating Activities:

The net cash used in operating activities for the nine months ended January 31, 2020 is a result of our net losses, increases in accounts payable and accrued expenses, a decrease in prepaid expenses and an increase in securities issued for services and compensation. The cash used in operating activities for the nine months ended January 31, 2019 is a result of our net losses, offset by an increase in stock issued, decreases to prepaid expenses and in accounts payable and an increase in accrued expenses. See Condensed Consolidated Statements of Cash Flows on page 7.

***Investing Activities**:*

There were no investing activities in the nine months ended January 31, 2020 and 2019.

Financing Activities:

The cash provided from financing activities is mainly attributable to the proceeds from the sale of Common Stock.

Liquidity and Capital Resources

As of January 31, 2020, our cash totaled approximately $142,000, compared to approximately $699,000 at January 31, 2019. Working capital was approximately a negative $810,000 at January 31, 2020 and approximately $227,000 at January 31, 2019. The decrease in cash is attributable to a lower beginning cash balance, a decrease in proceeds from the sale of Common Stock offset by an increase in our operating expenses which generated a net loss.

During the nine months ended January 31, 2020, funding was provided by investors to maintain and expand our operations and R&D. Sales of Common Stock were consummated using the S-3. From May 1, 2019 through August 12, 2019, we continued to acquire funds through our S-3 pursuant to Block Trades transactions in a program which is structured to provide up to $25 million dollars to us less certain commissions pursuant to the S-3. We also raised funds from private placements with investors. From May 1, 2019 through January 31, 2020 we raised capital from private placements of approximately $1,400,000.

As of August 13, 2019, we did not meet the eligibility requirements to use the S-3. In late January 2020, we regained our eligibility to use the S-3.

We plan to sell shares of our registered Common Stock using the S-3 until we file our Annual Report on Form 10-K for the fiscal year ended April 30, 2020 with the Commission, at which time we believe the S-3 will no longer be available. We will need to raise additional funds to complete preparation of our IND filing with the FDA relating to LAPC.

In Note 2 – Going Concern to our condensed consolidated financial statements set forth in this Report, we note that certain conditions raise substantial doubt about our ability to continue as a going concern.

Off-Balance Sheet Arrangements

Except as described below, we have no off-balance sheet arrangements that could have a material current effect or that are reasonably likely to have a material adverse effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

The future royalty and other payments under the Third Addendum, as amended, are royalty payments of 4% royalty on all gross sales by us and 20% royalty of the amount we receive form sublicensees' gross sales, provided, however, that in the event the amounts received by us from sublicensees is 4% or less of sublicensees' gross sales SG Austria will receive 50% of what we receive up to 2%. In addition, SG Austria will receive 20% of any amount we receive over a 4% royalty payment from our sublicensees. SG Austria will also receive 50% of any other financial and non-financial consideration received by us from sublicensees of the Cell-in-a-Box® technology.

The future royalty and other payments under the Diabetes License Agreement are royalty payments of 4% royalty on all gross sales by us and 20% royalty of the amount we receive from sublicensees' gross sales, provided, however, that in the event the amounts received by us from sublicensees is 4% or less of sublicensees' gross sales, Austrianova will receive 50% of what we receive up to 2%. In addition, Austrianova will receive 20% of any amount we receive over a 4% royalty payment from sublicensees. Austrianova will also receive 50% of any other financial and non-financial consideration received by us from sublicensees of the Cell-in-a-Box® technology.

The future royalty and other payments under the Cannabis License Agreement are royalty payments of 4% royalty on all gross sales by us and 20% royalty of the amount we receive form sublicensees' gross sales, provided, however, that in the event the amounts received by us from sublicensees is 4% or less of sublicensees' gross sales, Austrianova will receive 50% of what we receive up to 2%. In addition, Austrianova will receive 20% of any amount we receive from sublicensees over a 4% royalty payment. Austrianova will also receive 50% of any other financial and non-financial consideration received by us from sublicensees of the Cell-in-a-Box® technology.

The future royalty, milestone and patent prosecution costs under the Melligen Cell License Agreement are: (i) 6% royalty on gross sales; (ii) 25% royalty on sublicense gross sales; (iii) milestone payments of $50,000 after the first preclinical study; (iv) $100,000 after the successful conclusion of a Phase 1 clinical trial; (v) $450,000 after the successful conclusion of a Phase 2 clinical trial; (vi) $3,000,000 after the successful conclusion of a Phase 3 clinical trial; and (vii) 15% of the costs paid by UTS to prosecute and maintain patents related to the licensed intellectual property.

Service Agreements

We entered into several service agreements, with both independent and related parties, pursuant to which services will be provided over the next four to twenty-four months related to our IND involving LAPC. The services include regulatory affairs strategy, advice and completion of the IND submission to the FDA, container closure integrity testing of the clinical trial product syringes over the course of two years, a two year stability study and the preparation of angiography guidelines for implantation of the encapsulated cells for use in our planned clinical trial in LAPC. The total cost is estimated to be approximately $220,000, of which the related party portion will be $40,000.

Contractual Obligations

As of January 31, 2020, we leased office space in Laguna Hills, California under a lease ending August 31, 2020.

The following table presents certain payments due by us as of January 31, 2020 with respect to our known contractual obligations:

	Payments due by period				
Contractual Obligations	**Total**	**Less than 1 Year**	**1-3 Years**	**3-5 Years**	**More than 5 Years**
Capital Leases	$ –	$ –	$ –	$ –	$ –
Operating Leases	16,590	16,590	–	–	–
Purchase Obligations	–	–	–	–	–
Other Long-Term Liabilities Reflected on the Company's Balance Sheet under U.S. GAAP	–	–	–	–	–
Total	$ 16,590	$ 16,590	$ –	$ –	$ –

Critical Accounting Estimates and Policies

Our Condensed Consolidated Financial Statements are prepared in accordance with U.S. GAAP for interim financial information and are presented in accordance with the requirements of Regulation S-X of the Commission and with the instructions to Form 10-Q. However, they do not include all the information and Notes required by U.S. GAAP for complete Condensed Consolidated Financial Statements.

In connection with the preparation of our Condensed Consolidated Financial Statements in this Report, we are required to make assumptions and estimates about future events and apply judgments that affect the reported amounts of assets, liabilities, revenue and expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time the financial statements are prepared. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our Condensed Consolidated Financial Statements are presented fairly and in accordance with U.S. GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

We discuss our critical accounting estimates and policies in Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended April 30, 2019. There has been no material change in our critical accounting estimates and policies since April 30, 2019.

New Accounting Pronouncements

For a discussion of all recently adopted and recently issued but not yet adopted accounting pronouncements, see Note 2 "Summary of Significant Accounting Policies" of the Notes to our Condensed Consolidated Financial Statements contained in this Report.

Available Information

Our website is located at www.PharmaCyte.com. In addition, all our filings submitted to the Commission, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all our other reports and statements filed with the Commission are available on the Commission's web site at www.sec.gov. Such filings are also available for download free of charge on our website. The contents of the website are not, and are not intended to be, incorporated by reference into this Report or any other report or document filed with the Commission or furnished by us, and any reference to the websites are intended to be inactive textual references only.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The information called for by Item 3 is not required for a smaller reporting company.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer, President and General Counsel, as our principal executive officer ("Chief Executive Officer"), and our Chief Financial Officer, as our principal financial officer ("Chief Financial Officer"), evaluated the effectiveness of our "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act"). Disclosure controls and procedures are designed to ensure that the information required to be disclosed in the reports that we file or submit to the Commission pursuant to the Exchange Act are recorded, processed, summarized and reported within the period specified by the Commission's rules and forms and are accumulated and communicated to our management, including our Chief Executive Officer, as appropriate to allow timely decisions regarding required disclosures. Based upon this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of January 31, 2020, our disclosure controls and procedures were not effective due to the material weaknesses in internal controls over financial reporting.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Also, controls can be circumvented by the individual acts of some person, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Management's Evaluation of Internal Controls over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting as that term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP.

Under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal controls over financial reporting as of January 31, 2020 based on the criteria outlined in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and identified the following material weaknesses in internal controls over financial reporting:

- Insufficient procedures and control documentation to implement control procedures including lack of timely contract preparation and review. We have developed procedures to provide ample review time of financial information, including contract preparation and review by qualified personnel as well as management. We have implemented these procedures, determined they are still insufficient and will continue to review these procedures to determine ways to further improve them.
- Insufficient segregation of duties of the Chief Financial Officer. We have delegated some of the duties of our Chief Financial Officer to other personnel within the Company and have added review and approval processes performed by the Chief Executive Officer. However, we have determined that we still have insufficient segregation of the duties of our Chief Financial Officer and will continue to review these procedures to determine ways to further improve them given our limited staff.
- Insufficient information technology controls and documentation. We currently use accounting software which we have determined is inadequate to provide the level of controls required by COSO. We are in the process of initiating a review process to fully evaluate the deficiencies in our technology controls and documentation. Based upon the results of this review process, we intend to implement the required remediation measures when it is reasonable to do so.

Because of these material weaknesses, our Chief Executive Officer and our Chief Financial Officer concluded that, as of January 31, 2020, our internal controls over financial reporting were not effective based on the COSO criteria.

We are in the process of investigating new procedures and controls for fiscal year 2020. We plan to make reasonable changes to our procedures and controls that we believe are reasonably likely to strengthen and materially affect our internal controls over financial reporting.

Prior to the remediation of these material weaknesses, there remains risk that the processes and procedures on which we currently rely will fail to be sufficiently effective, which could result in material misstatement of our financial position or results of operations and require a restatement. Because of the inherent limitations in all control systems, no evaluation of controls-even where we conclude the controls are operating effectively-can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of a person, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events; accordingly, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, our control systems, as we develop them, may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected and could be material to our financial statements.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal controls over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

We are not currently a party to any material pending legal proceedings. There are no material legal proceedings to which any property of ours is subject.

Item 1A. Risk Factors.

Not applicable as we are a smaller reporting company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On January 2, 2020, we issued an aggregate of 6.6 million unregistered shares of Common Stock to our executive officers as disclosed in this Report. The non-cash expense for these share issuances totaled $369,600.

On January 2, 2020, we issued an aggregate of 9 million stock options to our three executive officers pursuant to their 2020 executive compensation agreements. The non-cash expense for stock options totaled $212,464.

On November 11, 2019, we issued an aggregate of 60 million unregistered shares of Common Stock through the sale of unregistered Common Stock to accredited investors pursuant to two subscription agreements. The net proceeds received by us were $300,000.

All such securities were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(a)(2) of that Act based on the limited number of investors, the sophistication of the individuals involved and the use of restrictive legends on the securities issued to prevent a public distribution of the relevant securities. No underwriters were involved in any of these issuances.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosure.

Not applicable.

Item 5. Other Information.

Item 6. Exhibits.

Exhibit No.	Description	Location
3.1*	Conformed version of the Company's Articles of Incorporation, as amended by that Certificate of Amendment previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K on November 8, 2019.	Filed herewith
10.1	Share Subscription Agreement between the Company and the Investor dated January 17, 2020.	Incorporated by reference to the designated exhibit of the Company's Current Report on Form 8-K filed on January 21, 2020.
31.1	Principal Executive Officer Certification required by Rules 13a-14 and 15d-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
31.2	Principal Financial Officer Certification required by Rules 13a-14 and 15d-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002.	Filed herewith
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002.	Filed herewith
101.	Interactive Data Files for the Company's Form 10-Q for the period ended January 31, 2020	Submitted herewith.

* This exhibit is being filed pursuant to Item 601(b)(3)(i) of Regulation S-K which requires a conformed version of the Company's Articles of Incorporation, as amended, reflecting all amendments in one document.

SIGNATURES

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

PharmaCyte Biotech, Inc.

March 13, 2020

By: /s/ Kenneth L. Waggoner
Kenneth L. Waggoner
Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

March 13, 2020

By: /s/ Carlos A. Trujillo
Carlos A. Trujillo
Chief Financial Officer
(Duly Authorized Officer and Principal Financial and Principal Accounting Officer)

Exhibit 3.1

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for Commercial Recordings

STATE OF NEVADA

OFFICE OF THE SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

10/31/2019

Work Order Item Number:	W2019103101299 - 203475
Filing Number:	20190257391
Filing Type:	Amendment After Issuance of Stock
Filing Date/Time:	10/31/2019 10:30:35 AM
Filing Page(s):	5

Indexed Entity Information:

Entity ID: C22368-1996

Entity Name: PHARMACYTE BIOTECH, INC.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent
REGISTERED AGENTS INC.
401 RYLAND ST STE 200-A, Reno, NV 89502, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of	Business Number
Barbara K. Cegavske	C22368-1996
Secretary of State	Filing Number
State Of Nevada	20190257391
	Filed On
	10/31/2019 10:30:35 AM
	Number of Pages
	5

Profit Corporation:

Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)

Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information

Name of entity as on file with the Nevada Secretary of State :
PHARMACYTE BIOTECH, INC.

Entity or Nevada Business Identification Number (NVID) : **NV19961216201**

2. Restated or Amended and Restated Articles
(Select one):
(If amending and restating only, complete section 1, 2 and 6.)

☐ Certificate to Accompany Restated Articles or Amended and Restated Articles

☐ Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:

The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☐ Amended and Restated Articles

* Restated or Amended and Restated Articles must be included with this filing type.

3. Type of amendment filing being completed:
(Select only one box):

(If amending, complete section 1,3,5 and 6.)

☐ Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)

The undersigned declare that they constitute at least two-thirds of the following:
(Check only one box) ☐ incorporators ☐ board of directors

The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued

☑ Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

☐ Officer's Statement (foreign qualified entities only) -

Name in home state, if using a modified name in Nevada:

Jurisdiction of formation:

Changes to takes the following effect:

☐ The entity name has been amended.
☐ The purpose of the entity has been amended.
☐ The authorized shares have been amended.
☐ Other: (specify changes)
☐ Dissolution
☐ Merger
☐ Conversion

* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective date and Time: (Optional)

Date: 10/31/2019 Time:

(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to takes the following effect:

- ☐ The entity name has been amended.
- ☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- ☐ The purpose of the entity has been amended.
- ☐ The authorized shares have been amended.
- ☐ The directors, managers or general partners have been amended.
- ☐ IRS tax language has been added.
- ☐ Articles have been added.
- ☐ Articles have been deleted
- ☐ Other.

The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

6. Signature: (Required)

X Kenneth L. Waggoner — Officer

Signature of Officer, Incorporator or Authorized Signer — Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

Filed in the Office of	Business Number
Barbara K. Cegavske	C22368-1996
Secretary of State	Filing Number
State Of Nevada	20190257391
	Filed On
	10/31/2019 10:30:35 AM
	Number of Pages
	5

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

PharmaCyte Biotech Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article IV of the Articles of Incorporation of Corporation is hereby amended and restated in its entirety to provide as follows:

The authorized capital stock of the Corporation is Two Billion Five Hundred Million (2,500,000,000) shares, of which Two Billion Four Hundred Ninety Million (2,490,000,000) shares with a par value of $0.0001 per share, shall be designated, "Common Stock" and of which Ten Million (10,000,000) shares with a par value of $0.0001 per share, shall be designated "Preferred Stock." The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof
See attached Exhibit A

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 50

4. Effective date and time of filing: (optional) Date: October 31, 2019 Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X Kenneth L. Waggoner

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 1-5-15

CERTIFICATE OF AMENDMENT

(pursuant to NRS 78.385 and 78.390)

Certificate of Amendment to Articles of Incorporation

of

PharmaCyte Biotech, Inc.

PharmaCyte Biotech, Inc., ("Corporation"), a corporation organized and existing under the laws of the State of Nevada hereby certifies as follows:

1. The name of the Corporation is PharmaCyte Biotech, Inc..

2. Article IV of the Articles of Incorporation of Corporation is hereby amended and restated in its entirety to provide as follows:

The authorized capital stock of the Corporation is Two Billion Five Hundred Million (2,500,000,000) shares, of which Two Billion Four Hundred and Ninety Million (2,490,000,000) shares with a par value of $.0001 per share, shall be designated, "Common Stock" and of which Ten Million (10,000,000) shares with a par value of $.0001 per share, shall be designated "Preferred Stock." The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board of Directors of the Corporation ("Board") in its sole discretion, authority to do so being hereby expressly vested in the Board. The authority of the Board with respect to each such series of Preferred Stock will include, without limiting the generality of the foregoing, the determination of any or all of the following:

(i) The number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

(ii) the voting powers, if any, of the shares of such series and whether such voting powers are full or limited and whether the class will vote with the Common Stock of the Corporation as one class, or otherwise;

(iii) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(iv) whether dividends, if any, will be cumulative or noncumulative, the dividend rate or rates of such series and the dates and preferences of dividends on such series;

(v) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(vi) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the rates or other determinants of conversion or exchange applicable thereto;

(vii) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;

(viii) the provisions, if any, of a sinking fund applicable to such series; and

(ix) any other relative, participating, optional or other powers, preferences or rights, and any qualifications, limitations or restrictions thereof, of such series.

3. The vote by which the stockholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is 50.41%.

4. This Certificate of Amendment shall be effective upon filing with the Secretary of State of the State of Nevada.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 31st day of October, 2019.

By: */s/ Kenneth L. Waggoner*
Name: Kenneth L. Waggoner
Title: Chief Executive Officer
President and General Counsel

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of	Business Number
Barbara K. Cegavske	C23168-1998
Secretary of State	Filing Number
State Of Nevada	20190580634
	Filed On
	09/27/2019 14:07:17 PM
	Number of Pages
	1

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

☑ Certificate of Designation

☐ Certificate of Amendment to Designation - Before Issuance of Class or Series

☐ Certificate of Amendment to Designation - After Issuance of Class or Series

☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: PHARMACYTE BIOTECH, INC. Entity or Nevada Business Identification Number (NVID): NV19961216201
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: 09/27/2019 Time: (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: **FIRST: The Articles, as amended, authorize the issuance by the Corporation of 1,490,000,000 shares of common stock, par value of $0.000 1 per share ("Common Stock") and 10,000,000 shares of preferred stock, par value of $0.000 1 per share ("Preferred Stock"), and further, authorize the Board of Directors ("Board") of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the unissued shares of Preferred Stock not then allocated to any series into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established. SECOND: By unanimous written consent of the Board dated September 17, 2019, the Board designated one share of the Preferred Stock as Series A Preferred Stock, par value $0.000 1 per share ("Series A Preferred Stock"), pursuant to a resolution providing that a series of preferred stock of the Corporation be and hereby is created and that the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such Series A Preferred Stock, and the qualifications, limitations and restrictions thereof, are as follows:**
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing:
5. Amendment of class or series of stock:	☐ Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. ☐ Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6.Resolution: (Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock:*
7. Withdrawal:	Designation being Date of

This form must be accompanied by appropriate fees

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
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Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

☑ Certificate of Designation

☐ Certificate of Amendment to Designation - Before Issuance of Class or Series

☐ Certificate of Amendment to Designation - After Issuance of Class or Series

☐ Certificate of Withdrawal of Certificate of Designation

Withdrawn: Designation:

No shares of the class or series of stock being withdrawn are outstanding.

The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *

8. Signature: (Required)

X Kenneth L. Waggoner
Signature of Officer

Date: 08/21/2019

CERTIFICATE OF DESIGNATIONS OF PREFERENCES AND RIGHTS OF
SERIES A PREFERRED STOCK

of

PharmaCyte Biotech, Inc.
a Nevada corporation

Pursuant to Section 78.1955 of the Nevada Revised Statutes

The undersigned, Kenneth L. Waggoner, hereby certifies that:

1. He is the duly elected Chief Executive Officer, President and General Counsel of PharmaCyte Biotech, Inc., a Nevada corporation ("Corporation").

2. A resolution was adopted and approved by the Board of Directors of the Corporation by Unanimous Written Consent on September ___, 2019 authorizing and approving the Certificate of Designation of Preferences and Rights of Series A Preferred Stock of the Corporation set forth below.

3. No shares of Series A Preferred Stock have been issued as of the date hereof.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate, and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.

PharmaCyte Biotech, Inc.

By: /s/ Kenneth L. Waggoner
Printed Name: Kenneth L. Waggoner
Chief Executive Officer
President and General Counsel
Dated: September 26, 2019

CERTIFICATE OF DESIGNATIONS OF PREFERENCES AND RIGHTS OF
SERIES A PREFERRED STOCK

of

PharmaCyte Biotech, Inc.
a Nevada corporation

The undersigned Chief Executive Officer, President and General Counsel of PharmaCyte Biotech, Inc. ("Corporation"), a corporation organized and existing under the laws of the State of Nevada, does hereby certify that, pursuant to the authority contained in the Corporation's Articles of Incorporation ("Articles") and pursuant to Section 78.1955 of the Nevada Revised Statutes ("NRS"), and in accordance with the provisions of the resolution creating a series of the class of the Corporation's authorized preferred stock designated as Series A Preferred Stock as follows:

FIRST: The Articles, as amended, authorize the issuance by the Corporation of 1,490,000,000 shares of common stock, par value of $0.0001 per share ("Common Stock") and 10,000,000 shares of preferred stock, par value of $0.0001 per share ("Preferred Stock"), and further, authorize the Board of Directors ("Board") of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the unissued shares of Preferred Stock not then allocated to any series into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

SECOND: By unanimous written consent of the Board dated September 17, 2019, the Board designated one share of the Preferred Stock as Series A Preferred Stock, par value $0.0001 per share ("Series A Preferred Stock"), pursuant to a resolution providing that a series of preferred stock of the Corporation be and hereby is created and that the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such Series A Preferred Stock, and the qualifications, limitations and restrictions thereof, are as follows:

SERIES A PREFERRED STOCK

Section 1. Powers and Rights of Series A Preferred Stock. There is hereby designated a class of Preferred Stock of the Corporation as the Series A Preferred Stock, par value $0.0001 per share of the Corporation ("Series A Preferred Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Series A Preferred Stock shall be as set forth in this Certificate of Designations of Preferences and Rights of Series A Preferred Stock ("Certificate of Designations"). For purposes hereof, the holder of the share of Series A Preferred Stock shall be referred to as a "Series A Holder."

(a) Number. The number of authorized shares of the Series A Preferred Stock is one (1) share.

(b) Vote. Other than as set forth in Section 1(h) and Section 1(i), the share of Series A Preferred Stock shall have a number of votes at any time equal to: (i) the number of votes then held or entitled to be made by all other equity securities of the Corporation, including, without limitation, the common stock, par value $0.0001 per share, of the Corporation ("Common Stock"), debt securities of the Corporation or pursuant to any other agreement, contract or understanding of the Corporation; plus (ii) one (1). The Series A Preferred Stock shall vote on any matter submitted to the holders of the Common Stock, or any class thereof, for a vote, and shall vote together with the Common Stock, or any class thereof, as applicable, on such matter for as long as the share of Series A Preferred Stock is issued and outstanding and shall constitute the same class as the Common Stock for the purposes of any such vote. The Series A Preferred Stock shall not have the right to vote on any matter as to which solely another class of Preferred Stock of the Corporation is entitled to vote pursuant to the certificate of designations of such other class of Preferred Stock of the Corporation.

(c) No Transfer; Redemption. The share of Series A Preferred Stock may not be transferred by the original Series A Holder to whom the share of Series A Preferred Stock is initially issued by the Corporation, and any attempted transfer of such shares of Series A Preferred Stock, whether voluntary or by operation of law or otherwise, shall be void *ab initio* and of no force or effect and the Corporation shall not recognize the purposed transferee thereof as the holder of the share of Series A Preferred Stock, and such share of Series A Preferred Stock shall be deemed automatically redeemed by the Corporation as of immediately prior to any such transfer or attempted transfer, and the Series A Holder shall thereafter be entitled to receive solely a redemption price of $1.00 therefor. The Corporation may redeem the share of Series A Preferred Stock at any time for a redemption price of $1.00 paid to the Series A Holder.

(d) No Conversion. The Series A Preferred Stock shall not be convertible into shares of any other class of stock of the Corporation.

(e) No Dividends. The Series A Preferred Stock shall not be entitled to receive any dividends paid on any other class of stock of the Corporation.

(f) No Preferences upon Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntarily or involuntarily, a merger or consolidation of the Corporation wherein the Corporation is not the surviving entity, or a sale of all or substantially all of the assets of the Corporation, the Series A Preferred Stock shall not be entitled to receive any distribution of any of the assets or surplus funds of the Corporation and shall not participate with the Common Stock or any other class of stock of the Corporation therein.

(g) No Participation. The Series A Preferred Stock shall not participate in any distributions or payments to the holders of the Common Stock or any other class of stock of the Corporation.

(h) Amendment. The Corporation may not, and shall not, amend this Certificate of Designations without the prior written consent of the Series A Holder, voting separately as a single class, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of the Corporation.

(i) Protective Provisions. In addition to any other rights and restrictions provided under applicable law, without first obtaining the affirmative vote or written consent of the Series A Holder, with the share of Series A Preferred Stock having one (1) vote on such matter, the Corporation shall not amend or repeal any provision of this Certificate of Designations, including by merger, consolidation or otherwise, and any such act or transaction entered into without such vote or consent shall be null and void *ab initio*, and of no force or effect. In addition to any other rights and restrictions provided under applicable law, without first obtaining the affirmative vote or written consent of the Series A Holder, with the share of Series A Preferred Stock having one vote on such matter, the Corporation shall not amend or repeal any provision of, or add any provision to, the Articles or bylaws of the Corporation if such action would adversely alter or change the preferences, rights, privileges, or powers of, or restrictions provided for the benefit of, the Series A Preferred Stock, as reasonably determined by the Series A Holder, and any such act or transaction entered into without such vote or consent shall be null and void *ab initio*, and of no force or effect.

Section 2. Miscellaneous.

(a) Legend. Any certificates representing the Series A Preferred Stock shall bear a restrictive legend in substantially the following form (and a stop transfer order may be placed against transfer of such stock certificates):

> THE SECURITIES REPRESENTED BY THIS AGREEMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR REGISTERED NOR QUALIFIED UNDER ANY STATE SECURITIES LAWS. SUCH SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, DELIVERED AFTER SALE, TRANSFERRED, PLEDGED, OR HYPOTHECATED UNLESS QUALIFIED AND REGISTERED UNDER APPLICABLE STATE AND FEDERAL SECURITIES LAWS OR UNLESS, IN THE OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE COMPANY, SUCH QUALIFICATION AND REGISTRATION IS NOT REQUIRED. ANY TRANSFER OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE IS FURTHER SUBJECT TO OTHER RESTRICTIONS, TERMS AND CONDITIONS WHICH ARE SET FORTH HEREIN.

(b) Lost or Mutilated Series A Preferred Stock Certificate. If the certificate for the Series A Preferred Stock held by the Series A Holder becomes mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the share of Series A Preferred Stock so mutilated, lost, stolen or destroyed, but only upon receipt of evidence of such loss, theft or destruction of such certificate and of the ownership thereof, and indemnity, if requested, all reasonably satisfactory to the Corporation.

(c) Interpretation. If the Series A Holder shall commence a lawsuit, action or proceeding to enforce any provisions of this Certificate of Designations, then the prevailing party in such lawsuit, action or proceeding shall be reimbursed by the other party for its or his reasonable attorney's fees and other costs and expenses incurred with the investigation, preparation and prosecution of such lawsuit, action or proceeding.

(d) Waiver. Any waiver by the Corporation of the Series A Holder of a breach of any provision of this Certificate of Designations shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designations. The failure of the Corporation or the Series A Holder to insist upon strict adherence to any term of this Certificate of Designations on one or more occasions shall not be considered a waiver or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designations. Any waiver must be in writing.

(e) Severability. If any provision of this Certificate of Designations is invalid, illegal or unenforceable, the balance of this Certificate of Designations shall remain in effect, and if any provision is inapplicable to any person or circumstance, it shall nevertheless remain applicable to all other persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates applicable laws governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum permitted rate of interest.

IN WITNESS WHEREOF, PharmaCyte Biotech, Inc. has caused this Certificate of Designations to be signed by a duly authorized officer on this 26th day of September 2019.

PharmaCyte Biotech, Inc.

By: /s/ Kenneth L. Waggoner
Printed Name: Kenneth L. Waggoner
Title: Chief Executive Officer
President and General Counsel

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of
Barbara K. Cegavske
Secretary of State
State Of Nevada

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Profit Corporation:

Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information: Name of entity as on file with the Nevada Secretary of State:
PHARMACYTE BIOTECH, INC.
Entity or Nevada Business Identification Number (NVID): NV19961216201

2. Restated or Amended and Restated Articles: (Select one)
(If amending and restating only, complete section 1,2 3, 5 and 6)

- [ ] Certificate to Accompany Restated Articles or Amended and Restated Articles
  - [ ] Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:
    The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
  - [x] Amended and Restated Articles

* Restated or Amended and Restated Articles must be included with this filing type.

3. Type of Amendment Filing Being Completed: (Select only one box)
(If amending, complete section 1, 3, 5 and 6.)

- [ ] Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)
  The undersigned declare that they constitute at least two-thirds of the following:
  (Check only one box) [ ] incorporators [ ] board of directors
  The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued
- [x] Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)
  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:
- [ ] Officer's Statement (foreign qualified entities only) -
  Name in home state, if using a modified name in Nevada:
  Jurisdiction of formation:
  Changes to takes the following effect:
  - [ ] The entity name has been amended.
  - [ ] The purpose of the entity has been amended.
  - [ ] The authorized shares have been amended.
  - [ ] Other: (specify changes)
  - [ ] Dissolution
  - [ ] Merger
  - [ ] Conversion

* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Profit Corporation:

Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)

Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)

Date: Time:

(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to takes the following effect:

- ☐ The entity name has been amended.
- ☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- ☐ The purpose of the entity has been amended.
- ☒ The authorized shares have been amended.
- ☐ The directors, managers or general partners have been amended.
- ☐ IRS tax language has been added.
- ☐ Articles have been added.
- ☐ Articles have been deleted.
- ☐ Other.

The articles have been amended as follows: (provide article numbers, if available)

Article IV

(attach additional page(s) if necessary)

6. Signature: (Required)

X Kenneth L. Wa Steele — Chief Executive Officer, President and General Counsel
Signature of Officer or Authorized Signer — Title

X _____
Signature of Officer or Authorized Signer — Title

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

Page 2 of 2
Revised: 1/1/2019

CERTIFICATE OF AMENDMENT

(pursuant to NRS 78.385 and 78.390)

Certificate of Amendment to Articles of Incorporation

of

PharmaCyte Biotech, Inc.

PharmaCyte Biotech, Inc., ("Corporation"), a corporation organized and existing under the laws of the State of Nevada hereby certifies as follows:

1. The name of the Corporation is PharmaCyte Biotech, Inc.

2. Article IV of the Articles of Incorporation of Corporation is hereby amended and restated in its entirety to provide as follows:

   The authorized capital stock of the Corporation is One Billion Five Hundred Million (1,500,000,000) shares, of which One Billion Four Hundred Ninety Million (1,490,000,000) shares with a par value of $0.0001 per share, shall be designated, "Common Stock" and of which Ten Million (10,000,000) shares with a par value of $0.0001 per share, shall be designated "Preferred Stock." The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board of Directors of the Corporation ("Board") in its sole discretion, authority to do so being hereby expressly vested in the Board. The authority of the Board with respect to each such series of Preferred Stock will include, without limiting the generality of the foregoing, the determination of any or all of the following:

   (i) The number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

   (ii) the voting powers, if any, of the shares of such series and whether such voting powers are full or limited and whether the class will vote with the Common Stock of the Corporation as one class, or otherwise;

   (iii) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

   (iv) whether dividends, if any, will be cumulative or noncumulative, the dividend rate or rates of such series and the dates and preferences of dividends on such series;

   (v) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

   (vi) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the rates or other determinants of conversion or exchange applicable thereto;

(vii) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;

(viii) the provisions, if any, of a sinking fund applicable to such series; and

(ix) any other relative, participating, optional or other powers, preferences or rights, and any qualifications, limitations or restrictions thereof, of such series.

3. The vote by which the stockholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is 53.7%.

4. This Certificate of Amendment shall be effective upon filing with the Secretary of State of the State of Nevada.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 17th day of September 2019.

By: /s/ Kenneth L. Waggoner
Name: Kenneth L. Waggoner
Title: Chief Executive Officer
President and General Counsel

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT **ABOVE SPACE IS FOR OFFICE USE ONLY**

Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ **If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.**

PharmaCyte Biotech, Inc.	
Name of **merging** entity	
Nevada	Corporation
Jurisdiction	Entity type *
Name of **merging** entity	
Jurisdiction	Entity type *
Name of **merging** entity	
Jurisdiction	Entity type *
Name of **merging** entity	
Jurisdiction	Entity type *
Nuvilex, Inc.	
Name of **surviving** entity	
Nevada	Corporation
Jurisdiction	Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: $350.00

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

☐ **The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).**

☒ **The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).**

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

☐ **If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.**

(a) Owner's approval was not required from

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Nuvilex, Inc.
Name of **surviving** entity, if applicable

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

PharmaCyte Biotech, Inc.
Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Amendment to Article I. - Name of Corporation

The new name of the Corporation shall be: PharmaCyte Biotech, Inc.

6) Location of Plan of Merger (check a or b):

☒ (a) The entire plan of merger is attached;

or,

☐ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ **If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.**

PharmaCyte Biotech, Inc.
Name of **merging** entity

/s/ Kenneth L. Waggoner	Chief Executive Officer	January 9, 2015
Signature	Title	Date

Name of **merging** entity

X		
Signature	Title	Date

Name of **merging** entity

X		
Signature	Title	Date

Name of **merging** entity

X		
Signature	Title	Date

Name of **merging** entity

X		
Signature	Title	Date

and,

Nuvilex, Inc.
Name of **surviving** entity

/s/ Kenneth L. Waggoner	Chief Executive Officer	January 9, 2015
Signature	Title	Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

AGREEMENT OF MERGER

OF

NUVILEX, INC.

AND

PHARMACYTE BIOTECH, INC.

This Agreement of Merger ("Agreement") is entered into by and between Nuvilex, Inc., a Nevada corporation ("Company") and PharmaCyte Biotech, Inc., a Nevada corporation, ("Subsidiary") as of January 2, 2015.

WHEREAS the boards of directors of the Company and Subsidiary have declared it advisable and in the best interests of the corporations and their respective stockholders to merge Subsidiary with and into Company pursuant Section 92A.180 of the Nevada Revised Statutes ("NRS") upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in this Agreement, the parties agree as follows:

1. Merger.

Subsidiary shall, pursuant to the provisions of the NRS, be merged with and into Company. The Company shall be the surviving corporation from and after the date on which the articles of merger are filed with the Secretary of State of the State of Nevada ("Effective Time") and shall change its name, and continue to exist under the name PharmaCyte Biotech, Inc., a Nevada corporation ("Surviving Corporation"). The separate existence of Subsidiary shall cease at the Effective Time in accordance with the provisions of the NRS.

2. Articles of Incorporation.

The Articles of Incorporation (as amended from time to time, "Articles of Incorporation") of Company, as now in force and effect, shall continue to be the Articles of Incorporation of the Surviving Corporation, except that Article First of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"The name of the corporation is PharmaCyte Biotech, Inc."

and such Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the NRS and the Articles of Incorporation.

3. Bylaws.

The Amended and Restated Bylaws of Company ("Bylaws"), as now in force and effect, shall continue to be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the provisions of the NRS and the Bylaws.

4. Directors and Officers.

The directors and officers of the Company in office at the Effective Time shall be the directors and officers of the Surviving Corporation in office at the Effective Time, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the Bylaws of the Surviving Corporation.

5. Exchange of Capital Stock.

At the Effective Time, each issued and outstanding share of common stock, $0.001 par value per share of Subsidiary shall not be converted or exchanged in any manner into shares of the Surviving Corporation and shall be cancelled. Each issued and outstanding equity share of Company shall not be converted or exchanged in any manner, but as of the Effective Time shall represent equivalent equity shares of the Surviving Corporation.

6. Execution, Filing and Recordation.

Company and Subsidiary agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Nevada, and that they will cause to be performed all necessary acts within the State of Nevada and elsewhere to effectuate the merger provided for in this Agreement.

7. Termination.

This Agreement may be terminated at any time prior to the Effective Time upon a vote of the directors of either Company or Subsidiary. In the event of such termination, this Agreement shall forthwith become void and neither party nor their respective officers, directors or stockholders shall have any liability hereunder.

[The remainder of this page is intentionally blank]

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the date first written above.

COMPANY:

Nuvilex, Inc.

By: /s/ Kenneth L. Waggoner
Name: Kenneth L. Waggoner
Title: Chief Executive Officer, President and General Counsel

SUBSIDIARY

PharmaCyte Biotech, Inc.

By: /s/ Kenneth L. Waggoner
Name: Kenneth L. Waggoner
Title: Chief Executive Officer, President and General Counsel

[Signature Page to Short-Form Agreement of Merger]

Ross Miller
Secretary of State
204 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Websire: www.nvsos.gov

Certificate of Designation for
Nevada Profit Corporations
(PURSUANT TO NRS 78.1955)

Filed in the office of	Business Number
	C22368-1996..
/s/ Barbara K. Cegavske	Filing Number
Barbara K. Cegavske	2011046379-76
Secretary of State	Filed On
State of Nevada	06/23/2011

1. Name of Corporation:

NUVILEX, INC.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

The Board of Directors has designated 13,500 shares of Series E Preferred Stock, par value $.0001.

"See attached"

3. Effective date of filing: (optional) March 1, 2011
(must not be later than 90 days after the certificate is filed)

4. Signature: (required)

Patricia Gruden, CFO
Signature of Officer

CERTIFICATE OF DESIGNATIONS, PREFERENCES
AND RIGHTS
OF
SERIES E CONVERTIBLE PREFERRED STOCK
OF
NUVILEX, INC.

Nuvilex, Inc. (the "Company"), a corporation organized and existing under Chapter 78 of the Nevada Revised Statutes, does hereby certify that, pursuant to authority conferred upon the Board of Directors of the Company by the Certificate of Incorporation of the Company, and pursuant to Section 78.196 of the Nevada Revised Statutes, the Board of Directors of the Company at a meeting duly held, adopted resolutions (i) authorizing a series of the Company's authorized preferred stock, $.0001 par value per share, and (ii) providing for the designations, preferences, and relative, participating, optional, or other rights, and the qualifications, limitations, or restrictions of thirteen thousand five hundred (13,500) shares of Series E Convertible Preferred Stock of the Company.

RESOLVED, that the Company is authorized to issue thirteen thousand five hundred (13,500) shares of Series E Convertible Preferred Stock (the "Series E Preferred Shares" or "Preferred Stock"), 5.0001 par value per share, which shall have the following powers, designations, preferences, and other special rights:

Section 1. **Dividends**. The Series E Preferred Shares shall not bear any dividends.

Section 2. **Holder's Conversion of Series E Preferred Shares.** A holder of Series E Preferred Shares shall have the right, at such holder's option, to convert Series E Preferred Shares into shares of the Company's common stock, 5.0001 par value per shares (the "Common Stock"), on the following terms and conditions:

(a) ***Conversion Right.*** Subject to the provisions of Section 3(a) below, at any time or times on or after the earlier of: (i) 30 days after the Issuance Date (as defined herein), (ii) the date that a registration statement covering the resale of Commons Stock issued upon conversion of the Series E Preferred Stock is declared effective by the Securities and Exchange Commission (the "SEC") ("Scheduled Effective Date"), any holder of Series E Preferred Shares shall be entitled to convert any Series E Preferred Shares into fully paid and non-assessable shares (rounded to the nearest whole share in accordance with Section 2(t) below) of Common Stock, at the Conversion Rate (as defined below).

(b) ***Conversion Rate.*** The number of shares of Common Stock issuable upon conversion of each of the Series E Preferred Shares pursuant to Section (2)(a) shall be determined according to the following formula (the "Conversion Rate");

the average Closing Bid Price (as defined below) for the Company's common stock for the five (5) trading days prior to the Conversion Date (as defined below) (hereinafter sometimes called the "Fixed Conversion Price").

For purposes of this Certificate of Designations, the following terms shall have the following meanings:

(i) ***"Average Market Price"*** means, with respect to any security for any period, that price which shall be computed as the arithmetic average of the Closing Bid Prices (as defined below) for such security for each trading day in such period;

(ii) ***"Closing Bid Price"*** means, for any security as of any date, the last closing bid price on Nasdaq as reported by Bloomberg Financial Markets ("Bloomberg"), or, if the Nasdaq is not the principal trading market for such security, the last closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded as reported by Bloomberg, or if the foregoing do not apply, the last closing bid price of such security in the over-the-counter market or the pink sheets or the bulletin board for such security as reported by Bloomberg, or, if no closing bid price is reported for such security by Bloomberg, the last closing trade price of such security as reported by Bloomberg. If the Closing Bid Price cannot be calculated for such security on such date on any of the foregoing bases, the Closing Bid Price of such security on such date shall be the fair market value as reasonably determined in good faith by the Board of Directors of the Company (all as appropriately adjusted for any stock dividend, stock split, or other similar transaction during such period);

(iii) **"Issuance Date"** means the date of issuance of the Series E Preferred Shares.

(c) ***Adjustment to Conversion Price — Dilution and Other Events.*** In order to prevent dilution of the rights granted under this Certificate of Designations, the Conversion Price will be subject to adjustment from time to time as provided in this Section 2(c).

(i) ***Adjustment of Fixed Conversion Price upon Subdivision or Combination of Common Stock.*** If the Company at any time subdivides (by any stock split, stock dividend, recapitalization, or otherwise) one or more classes of its outstanding shares of Common Stock into a greater number of shares, the Fixed Conversion Price in effect immediately prior to such subdivision will be proportionately reduced. If the Company at any time combines (by combination, reverse stock split, or otherwise) one or more classes of its outstanding shares of Common Stock into a smaller number of shares, the Fixed Conversion Price in effect immediately prior to such combination will be proportionately increased.

(ii) ***Reorganization, Reclassification, Consolidation, Merger, or Sale.*** Any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Company's assets to another Person (as defined below), or other similar transaction which is effected in such a way that holders of Common Stock are entitled to receive (either directly or upon subsequent liquidation) stock, securities, or assets with respect to or in exchange for Common Stock is referred to herein as an **"Organic Change."** Prior to the consummation of any Organic Change, the Company will make appropriate provision (in form and substance satisfactory to the holders of a majority of the Series E Preferred Shares then outstanding) to insure that each of the holders of the Series E Preferred Shares will thereafter have the right to acquire and receive in lieu of, or in addition to, (as the case may be) the shares of Common Stock immediately theretofore acquirable and receivable upon the conversion of such holder's Series E Preferred Shares, such shares for stock, securities, or assets as may be issued or payable with respect to, or in exchange for, the number of shares of Common Stock immediately theretofore acquirable and receivable upon the conversion of such holder's Series E Preferred Shares had such Organic Change not taken place. In any such case, the Company will make appropriate provision (in form and substance satisfactory to the holders of a majority of the Series E Preferred Shares then outstanding) with respect to such holders' rights and interests to insure that the provisions of this Section 2(c) and Section 2(d) below will thereafter be applicable to the Series E Preferred Shares. The Company will not effect any such consolidation, merger, or sale, unless prior to the consummation thereof the successor entity (if other than the Company) resulting from consolidation or merger or the entity purchasing such assets assumes, by written instrument (in form and substance satisfactory to the holders of a majority of the Series E Preferred Shares then outstanding), the obligation to deliver to each holder of Series E Preferred Shares such shares of stock, securities, or assets as, in accordance with the foregoing provisions, such holder may be entitled to acquire. For purposes of this Agreement, "Person" shall mean an individual, a limited liability company, a partnership, a joint venture, a corporation, a trust, an unincorporated organization, and a government or any department or agency thereof.

(iii) ***Notices.***

(A) Immediately upon any adjustment of the Conversion Price, the Company will give written notice thereof to each holder of the Series E Preferred Shares, setting forth in reasonable detail and certifying the calculation of such adjustment.

(B) The Company will give written notice to each holder of Series E Preferred Shares at least twenty (20) days prior to the date on which the Company closes its books or takes a record (i) with respect to any dividend or distribution upon the Common Stock, (ii) with respect to any pro rata subscription offer to holders of Common Stock or (iii) for determining rights to vote with respect to any Organic Change, dissolution, or liquidation.

(C) The Company will also give written notice to each holder of Series E Preferred Shares at least twenty (20) days prior to the date on which any Organic Change, Major Transaction (as defined below), dissolution, or liquidation will take place.

(d) ***Purchase Rights.*** If at any time the Company grants, issues, or sells any Options, Convertible Securities, or rights to purchase stock, warrants, securities, or other property pro rata to the record holders of any class of Common Stock (the "Purchase Rights"), then the holders of Series E Preferred Shares will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase Rights which such holder could have acquired if such holder had held the number of shares of Common Stock acquirable upon complete conversion of the Series E Preferred Shares immediately before the date as of which *a* record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of Common Stock are to be determined for the grant, issue, or sale of such Purchase Rights.

(e) ***Mechanics of Conversion.*** Subject to the Company's inability to fully satisfy its obligations under a Conversion Notice (as defined below) as provided for in Section 5 below:

(i) ***Holder's Delivery Requirements.*** To convert Series E Preferred Shares into full shares of Common Stock on any date (the "Conversion Date"), the holder thereof shall (A) deliver or transmit by facsimile, for receipt on or prior to 11:59 P.M., Eastern Standard Time, on such date, a copy of a fully executed notice of conversion in the form attached hereto as ***Exhibit 7*** (the "Conversion Notice") to the Company or its designated transfer agent (the "Transfer Agent"), and (B) surrender to a common carrier for delivery to the Company or the Transfer Agent as soon as practicable following such date, the original certificates representing the Series E Preferred Shares being converted (or an indemnification undertaking with respect to such shares in the case of their loss, theft, or destruction) (the "Preferred Stock Certificates") and the originally executed Conversion Notice.

(ii) ***Company's Response.*** Upon receipt by the Company of a facsimile copy of a Conversion Notice, the Company shall immediately send, via facsimile, a confirmation of receipt of such Conversion Notice to such holder. Upon receipt by the Company or the Transfer Agent of the Preferred Stock Certificates to be converted pursuant to a Conversion Notice. together with the originally executed Conversion Notice, the Company or the Transfer Agent (as applicable) shall, within five (5) business days following the date of receipt, (A) issue and surrender to a common carrier for overnight delivery to the address as specified in the Conversion Notice, a certificate, registered in the name of the holder or its designee, for the number of shares of Common Stock to which the holder shall be entitled or (B) credit the aggregate number of shares of Common Stock to which the holder shall be entitled to the holder's or its designee's balance account at The Depository Trust Company.

(iii) ***Dispute Resolution.*** In the case of a dispute as to the determination of the Average Market Price or the arithmetic calculation of the Conversion Rate, the Company shall promptly issue to the holder the number of shares of Common Stock that is not disputed and shall submit the disputed determinations or arithmetic calculations to the holder via facsimile within three (3) business days of receipt of such holder's Conversion Notice. if such holder and the Company are unable to agree upon the determination of the Average Market Price or arithmetic calculation of the Conversion Rate within two (2) business days of such disputed determination or arithmetic calculation being submitted to the holder, then the Company shall within one (1) business day submit via facsimile (A) the disputed determination of the Average Market Price to an independent, reputable investment bank or (B) the disputed arithmetic calculation of the Conversion Rate to its independent, outside accountant. The Company shall cause the investment bank or the accountant, as the case may be, to perform the determinations or calculations and notify the Company and the holder of the results no later than forty-eight (48) hours from the time it receives the disputed determinations or calculations. Such investment bank's or accountant's determination or calculation, as the case may be, shall be binding upon all parties absent manifest error.

(iv) ***Record Holder.*** The person or persons entitled to receive the shares of Common Stock issuable upon a conversion of Series E Preferred Shares shall be treated for all purposes as the record holder or holders of such shares of Common Stock on the Conversion Date.

(v) ***Company's Failure to Timely Convert.*** If the Company shall fail to issue to a holder within five (5) business days following the date of receipt by the Company or the Transfer Agent of the Preferred Stock Certificates to be converted pursuant to a Conversion Notice, a certificate for the number of shares of Common Stock to which such holder is entitled upon such holder's conversion of Series E Preferred Shares, in addition to all other available remedies which such holder may pursue hereunder, the Company shall pay additional damages to such holder on each day after the fifth (5^{th}) business day following the date of receipt by the Company or the Transfer Agent of the Preferred Stock Certificates to be converted pursuant to the Conversion Notice, ***for*** which such conversion is not timely effected, an amount equal to 1.0% of the product of (A) the number of shares of Common Stock not issued to the holder and to which such holder is entitled and (B) the Closing Bid Price of the Common Stock on the business day following the date of receipt by the Company or Transfer Agent of the Preferred Stock Certificates to be converted pursuant to the Conversion Notice.

(f) ***Fractional Shares.*** The Company shall not issue any fraction of a share of Common Stock upon any conversion. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of the Series E Preferred Shares by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of a fraction of a share of Common Stock. If, after the aforementioned aggregation, the issuance would result in the issuance of a fraction of its share of Common Stock, the Company shall round such fraction of a share of Common Stock up or down to the nearest whole share.

(g) ***Taxes.*** The Company shall pay any and all taxes which may be imposed upon it with respect to the issuance and delivery of Common Stock upon the conversion of the Series E Preferred Shares.

Section 3. Company's Right to Redeem at its Election.

(a) At any time, commencing One Hundred Ten (110) days after the Issuance Date, as long as the Company has not breached any of the representations, warrants, and covenants contained herein or in any related agreements, the Company shall have the right, in it sole discretion., to redeem **("Redemption at Company's Election"),** from time to time, all of the Series E Preferred Stock:***provided*** Company shall first provide thirty (30) days advance written notice as provided in subparagraph 3(a)(ii) below (which can be given any time on or after 80 days after the Issuance Date).

(i) ***Redemption Price at Company's Election.*** The "Redemption Price at Company's Election" shall be calculated as Stated Value, as that term is defined below, of the Series E Preferred Stock. For purposes hereto, "Stated Value" shall mean the par value of the shares of Series E Preferred Stock.

(ii) ***Mechanics. of Redemption at Company's Election.*** The Company shall effect each such redemption by giving at least thirty (30) days prior written notice**("Notice of Redemption at Company's Election")** to (A) the holders of Series E Preferred Stock selected for redemption at the address and facsimile number of such Holder appearing in the Company's Series E Preferred Stock register and (B) the Transfer Agent, which Notice of Redemption at Company's Election shall be deemed to have been delivered three (3) business days after the Company's mailing (by overnight or two (2) day courier, with a copy by facsimile) of such Notice of Redemption at Company's Election. Such Notice of Redemption at Company's Election shall indicate (i) the number of shares of Series E Preferred Stock that have been selected for redemption, (ii) the date which such redemption is to become effective **(the "Date of Redemption at Company's Election")**, and (iii) the applicable Redemption Price at Company's Election, as defined in subsection (a)(i) above. Notwithstanding the above, the holder may convert into Common Stock, prior to the close of business on the Date of Redemption at Company's Election, any Series E Preferred Stock which it is otherwise entitled to convert, including Series E Preferred Stock that has been selected for Redemption at Company's Election pursuant to this subsection 3(b).

(b) ***Payment of Redemption Price.*** Each holder submitting Preferred Stock being redeemed under this Section 3 shall send the Series E Preferred Stock Certificates to be redeemed by the Company or its Transfer Agent, and the Company shall pay the applicable redemption price to that holder within five (5) business days of the Date of Redemption at Company's Election.

Section 4. Voting Rights. At every meeting of stockholders of the Company every holder of Series E Preferred Stock shall be entitled to *fifty* thousand votes for each share of Series E Preferred Stock standing in his name on the books of the Company, with the same and identical voting rights, except as expressly provided herein, *as* a holder of a share of Common Stock. The Series E Preferred Stock Holders shall vote together as one class, except as provided by law, and voting as a class are entitled to elect one director of the Company.

Section 5. Reissuance of Certificates. In the event of a conversion or redemption pursuant to this Certificate of Designations of less than all of the Series E Preferred Shares represented by a particular Preferred Stock Certificate, the Company shall promptly cause to be issued and delivered to the holder of such Series E Preferred Shares a Preferred stock certificate representing the remaining Series E Preferred Shares which have not been so converted or redeemed.

Section 6. Reservation of Shares. The Company shall, so long as any of the Series E Preferred Shares are outstanding, reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the Series E Preferred Shares, such number of shares of Common Stock as shall from time to time be sufficient to affect the conversion of all of the Series E Preferred Shares then outstanding; provided that the number of shares of Common Stock so reserved shall at no time be less than 200% of the number of shares of Common Stock for which the Series E Preferred Shares are at any time convertible.

Section 7. Liquidation, Dissolution, or Winding-Up. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of the Series E Preferred Shares shall be entitled to receive in cash out of the assets of the Company, whether from capital or from earnings available for distribution to its stockholders (the "Preferred Funds"), before any amount shall be paid to the holders of any of the capital stock of the Company of any class junior in rank to the Series E Preferred Shares in respect of the preferences as to the distributions and payments on the liquidation, dissolution, and winding up of the Company, an amount per Series E Preferred Share equal to the Stated Value as defined above. The purchase or redemption by the Company of stock of any class in any manner permitted by law shall not for the purpose hereof be regarded as a liquidation, dissolution, or winding up of the Company. Neither the consolidation nor merger of the Company with or into any other Person, nor the sale or transfer by the Company of less than substantially all of its assets, shall, for the purposes hereof be deemed to be a liquidation, dissolution, or winding up of the Company. No holder of Series E Preferred Shares shall be entitled to receive any amounts with respect thereto upon any liquidation, dissolution, or winding up of the Company other than the amounts provided for herein.

Section 8. Preferred Rate. All shares of Common Stock shall be of junior rank to all Series E Preferred Shares in respect to the preferences as to distributions and payments upon the liquidation, dissolution, and winding up of the Company. The rights of the shares of Common Stock shall be subject to the preferences and relative rights of the Series E Preferred Shares. The Series E Preferred Shares shall be greater than any Series of Common or Preferred Stock hereinafter issued by the Company. Without the prior express written consent of the holders of not less than two-thirds (2/3) of the then outstanding Series E Preferred Shares, the Company shall not hereafter authorize or issue additional or other capital stock that is of senior or equal rank to the Series E Preferred Shares in respect of the preferences as to distributions and payments upon liquidation, dissolution and winding up of the Company. Without the prior express written consent of the holders of not less than two-thirds (213) of the then outstanding Series E Preferred Shares, the Company shall not hereafter authorize or make any amendment to the Company's Certificate of Incorporation or Bylaws, or make any resolution of the board of directors with the Nevada Secretary of State containing any provisions which would adversely affect or otherwise impair the rights or relative priority of the holders of the Series E Preferred Shares relative to the holders of the Common Stock or the holders of any other class of capital stock. In the event of the merger or consolidation of the Company with or into another corporation, the Series E Preferred Shares shall maintain their relative powers, designations, and preferences provided for herein and no merger shall result inconsistent therewith.

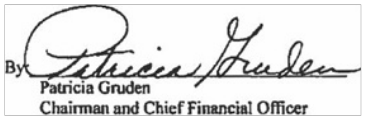
Section 9. Vote to Change the Terms of the Series E Preferred Shares. The affirmative vote at a meeting duly called for such purpose or the written consent without a meeting, of the holders of not less than two-thirds (2/3) of the then outstanding Series E Preferred Shares shall be required for any change to this Certificate of Designations or the Company's Certificate of Incorporation which would amend, alter, change, or repeal any of the powers, designations, preferences, and rights of the Series E Preferred Shares.

Section 10. Lost or Stolen Certificates. Upon receipt by the Company of evidence satisfactory to the Company of the loss, theft, destruction, or mutilation of any Preferred Stock Certificates representing the Series E Preferred Shares, and, in the case of loss, theft, or destruction, of any indemnification undertaking by the holder to the Company and, in the case of mutilation, upon surrender and cancellation of the Preferred Stock Certificate(s), the Company shall execute and deliver new preferred stock certificate(s) of like tenor and date; ***provided however,*** the Company shall not be obligated to re-issue preferred stock certificates if the holder contemporaneously requests the Company to convert such Series E Preferred Shares into Common Stock.

Section 11. Withholding Tax Obligations. Notwithstanding anything herein to the contrary, to the extent that the Company receives advice in writing from its counsel that there is a reasonable basis to believe that the Company is required by applicable federal laws or regulations, and delivers a copy of such written advice to the holders of the Series E Preferred Shares so effected, the Company may reasonably condition the making of any distribution (as such term is defined under applicable federal tax law and regulations) in respect of any Series E Preferred Share on the holder of such Series E Preferred Shares depositing with the Company an amount of cash sufficient to enable the Company to satisfy its withholding tax obligations (the "Withholding Tax") with respect to such distribution_ Notwithstanding the foregoing or anything to the contrary, if any holder of the Series E Preferred Shares so affected receives advice in writing from the holder's counsel that there is a reasonable basis to believe that the Company is not so required by applicable federal laws or regulations and delivers a copy of such written advice to the Company, the Company shall not be permitted to condition the making of any such distribution in respect of any Series E Preferred Share on the holder of such Series E Preferred Shares depositing with the Company any Withholding Tax with respect to such distribution, *provided however,* the Company may reasonably condition the making of any such distribution in respect of any Series E Preferred Share on the holder of such Series E Preferred Shares executing and delivering to the Company, at the election of the holder, either: (a) if applicable, a properly completed Internal Revenue Service Form 4224, or (b) an indemnification agreement in reasonably acceptable form with respect to any federal tax liability, penalties, and interest that may be imposed upon the Company by the Internal Revenue Service as a result of the Company's failure to withhold in connection with such distribution to such holder. If the conditions in the preceding two sentences are fully satisfied, the Company shall not be required to pay any additional damages set forth in Section 2(eXv) of this Certificate of Designations if its failure to timely deliver any Conversion Shares results solely from the holder's failure to deposit any withholding tax hereunder or to provide to the Company an executed indemnification agreement in the form reasonably satisfactory to the Company.

IN WITNESS WHEREOF, the Company has caused this Certificate of Designations to be signed by Patricia Gruden, its Chairman and Chief Financial Officer, as of the 1st day of March, 2011.

NUVILEX,INC.



090201

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20110366116-87
	Filing Date and Time 05/17/2011 6:42 AM
	Entity Number C22368-1996

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

NUVILEX, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE IV
The authorized capital stock of the Corporation is One Billion Five Hundred Million (1,500,000,000), of which One Billion Four Hundred Ninety Million (1,490,000,000) shares with a par value of $.0001 per share, shall be designated, "Common Stock," and of which Ten Million (10,000,000) shares with a par value of $.0001 per share, shall be designated "Preferred Stock".

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: Majority

4. Effective date of filing: (optional) 5/4/11
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X _____
Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 3-6-09

ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20090064790-97
	Filing Date and Time 01/22/2009 8:25 AM
	Entity Number C22368-1996

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

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Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

eFoodSafety.com, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Amendment to Article I. - Name of Corporation

The new name of the Corporation shall be: Nuvilex, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 77%

4. Effective date of filing: (optional) 1/20/09

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X Patricia Gruden

Signature of Officer PATRICIA GRUDEN, PRESIDENT

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 7-1-08

ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20080446288-82
	Filing Date and Time 06/30/2008 7:38 AM
	Entity Number C22368-1996

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

eFoodSafety.com, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Amendment to Article IV. increasing authorized shares of preferred stock to TWENTY MILLION (20,000,000) at a par value of $0.0001 per share.

Below is the actual language of the revised amendment):

The total authorized capital stock of the corporation will be FIFTY-TWO THOUSAND DOLLARS AND NO/100 ($52,000.00). This will consist of FIVE HUNDRED MILLION (500,000,000) shares of common stock having a par value of $0.0001 per share and TWENTY MILLION (20,000,000) shares of preferred stock having a par value of $0.0001 per share. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the* articles of incorporation have voted in favor of the amendment is: Unanimous

4. Effective date of filing (optional): _____
(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required): X Patricia Mueller

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 Amend 2007
Revised on: 01/01/07

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

FILED # C 22363-98

NOV 14 2003

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form. ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation: EFOODSAFETY.COM, INC.

2. The articles have been amended as follows (provide article numbers, if available):
Amendment to Article IV, increasing authorized shares of common stock to FIVE HUNDRED MILLION (500,000,000) at a par value of $0.0001 per share.

(See attached for actual language of revised amendment)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 3 *

4. Effective date of filing (optional): _____
(must not be later than 90 days after the certificate is filed)

5. Officer Signature (required): _____

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

SUBMIT IN DUPLICATE

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Amend 2003
Revised on: 11/03/03

Certificate of Amendment

(PURSUANT TO NRS 78.385 and 78.390)

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE IV.

The total authorized capital stock of the corporation will be FIFTY THOUSAND DOLLARS AND NO/100 ($50,000.00). This will consist of FIVE HUNDRED MILLION (500,000,000) shares of common stock having a par value of $0.0001 per share. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

FILED # C22368-96
OCT 25 2000
IN THE OFFICE OF
[DEAN HELLER]
DEAN HELLER SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

DJH INTERNATIONAL, INC.

The undersigned, C. William Karney, President and Secretary of DJH INTERNATIONAL, INC., a Nevada corporation (the "Corporation"), does hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 20th day of October, 2000, adopted a resolution to amend the original articles as follows:

RESOLVED, ARTICLE ONE is hereby amended to read as follows:

"The name of this corporation is:

eFoodSafety.com, Inc."

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 29,335,000; that the said change and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

/s/ C. WILLIAM KARNEY
C. William Karney, President

/s/ C. WILLIAM KARNEY
C. William Karney, Secretary

State of California
County of Tulare

On October 18, 2000, personally appeared before me, a Notary Public, C. William Karney, who acknowledged that they executed the above instrument.

/s/ SHANA DAVIS
(Signature of Notary)

SHANA MAE DAVIS
[SEAL] COMMISSION #1157301
NOTARY PUBLIC-CALIFORNIA
TULARE COUNTY
MY COMM. EXPIRES OCT 2, 2001

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA
OCT 28 1996
C22368-96

ARTICLES OF INCORPORATION
OF
DJH INTERNATIONAL, INC.
a Nevada Corporation

I.

The name of the corporation shall be DJH International, Inc. and shall be governed by Chapter 78 of the Nevada Revised Statutes.

II.

The Resident Agent is Michael J. Daniels, 537 E. Sahara, Suite 209 Las Vegas, Nevada 89104.

III.

The nature of the business of the corporation will be to engage in any lawful activity permitted by the laws of the State of Nevada, and desirable to support the continued existence of the corporation.

IV.

The total authorized capital stock of the corporation will be Twenty-Five Thousand Dollars ($25,000.00). This will consist of Fifty million (50,000,000) shares of $.0005 par value common stock. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

V.

The governing board of this corporation shall be known as directors and shall be styled directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, provided that the number of directors shall not be reduced to less than one (1) director. The name and address of the first director is as follows:

Michael J. Daniels: 537 E. Sahara, Ste. 209, Las Vegas, NV 89104.

VI.

The name and address of the original incorporator is:

Michael J. Daniels: 537 E. Sahara, Ste. 209, Las Vegas, NV 89104.

VII.

The corporation shall have perpetual existence according to NRS 78.035.

The undersigned, being the original incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Nevada, and in pursuance of the general corporation law of the State of Nevada, does make and file this Certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set his hand this 28th day of October, 1996.

/s/ Michael J. Daniels
Michael J. Daniels

STATE OF NEVADA)
)SS
COUNTY OF CLARK)

On this 28th day of October, 1996 personally appeared before me, a Notary Public in and for said County and State, Michael J. Daniels, and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned.

SUBSCRIBED AND SWORN to before me
this 28th day of October, 1996.

/s/ SINDI PATRICIA MORENO
NOTARY PUBLIC, in and for said
County and State.

NOTARY PUBLIC
[SEAL] STATE OF NEVADA
COUNTY OF CLARK
SINDI PATRICIA MORENO
APPT. NO. 95-1663-1
MY APPOINTMENT EXPIRES NOV. 16, 1999

EXHIBIT 31.1

CERTIFICATION

I, Kenneth L. Waggoner, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q of PharmaCyte Biotech, Inc. ("Report") and its subsidiaries for the period ended January 31, 2020;

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

(d) Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 13, 2020

By: /s/ Kenneth L. Waggoner
Name: Kenneth L. Waggoner
Title: Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, Carlos A. Trujillo, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q of PharmaCyte Biotech, Inc. ("Report") and its subsidiaries for the period ended January 31, 2020;

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

(d) Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 13, 2020

By: /s/ Carlos A. Trujillo
Name: Carlos A. Trujillo
Title: Chief Financial Officer
(Principal Financial and Principal Accounting Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of PharmaCyte Biotech, Inc. and its subsidiaries ("Company") on Form 10-Q for the period ended January 31, 2020 as filed with the United States Securities and Exchange Commission ("Commission") on the date hereof ("Report"), the undersigned, Kenneth L. Waggoner, the Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge that:

(1) The Report fully complies with the requirements of Section 13 or 15d of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented.

Dated: March 13, 2020

By: /s/ Kenneth L. Waggoner
Name: Kenneth L. Waggoner
Title: Chief Executive Officer (Principal Executive Officer)

This exhibit is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, but is instead furnished as provided by applicable rules of the Commission.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of PharmaCyte Biotech, Inc. and its subsidiaries ("Company") on Form 10-Q for the period ended January 31, 2020 as filed with the United States Securities and Exchange Commission ("Commission") on the date hereof ("Report"), the undersigned, Carlos A. Trujillo, the Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge that:

(1) The Report fully complies with the requirements of Section 13 or 15d of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented.

Dated: March 13, 2020

By: /s/ Carlos A. Trujillo
Name: Carlos A. Trujillo
Title: Chief Financial Officer
(Principal Financial and Principal Accounting Officer)

This exhibit is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, but is instead furnished as provided by applicable rules of the Commission.