

United States
Securities and Exchange Commission
Washington, D.C. 20549

Form 10-Q/A

Amendment No. 1

(Mark One)

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

For the quarterly period ended **September 30, 2021**

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: **000-30415**

Zivo Bioscience, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

87-0699977

(IRS Employer
Identification No.)

21 East Long Lake Road, Suite 100, Bloomfield Hills, MI 48304

(Address of principal executive offices)(zip code)

(248) 452 9866

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	ZIVO	The Nasdaq Stock Market LLC
Warrants	ZIVOW	The Nasdaq Stock Market LLC

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 ST (Sec. 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and files). Yes No

Indicate by checkmark 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	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Accelerated filer	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>		

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 12-b2 of the Exchange Act). Yes No

There were 9,419,660 shares of common stock, \$0.001 par value, outstanding at November 11, 2021.

EXPLANATORY NOTE

Zivo Bioscience, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment No. 1”) to amend its Quarterly Report on Form 10-Q for the quarterly period September 30, 2021, filed with the Securities and Exchange Commission (the “SEC”) on November 15, 2021 (the “Original Filing”). The purpose of this Amendment No. 1 is to restate our previously issued unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2021, contained in the Original Filing (the “Restatement”).

Restatement Background

As part of the Company’s normal annual reporting process for the year ended December 31, 2021 and prior to completion of the related audit, the management and the Audit Committee of the Company concluded that a material error was made related to the accounting for the Company’s License Co-Development Participation Agreements (the “Participation Agreements”) entered into between April 13, 2020 through May 14, 2021. The Company determined that the Participation Agreements should be accounted for as a research and development agreement in accordance with ASC 730-20, *Research and Development – Research and Development Arrangements*. Previously, the Company accounted for the Participation Agreements under ASC 470-10, *Debt – Sales of Future Revenues*. ASC 730 directs the balance of funds to be considered a liability as an obligation to perform services. As such, this liability should be amortized ratably when research and development expenses associated with the Participation Agreements are incurred as an offset to research and development expenses. The Company’s Original Filing incorrectly identified the funds contributed to the Company per the Participation Agreements as Deferred Revenue – Participation Agreements and did not amortize the proceeds timely. The error resulted in an overstatement of the Company’s total current liabilities, total stockholders’ deficit, research and development expense, net loss, and basic and diluted net loss per share in the Original Filing. See Note 2 — Restatement of Previously Issued Financial Statements, for additional information.

The Company’s management and the Audit Committee of the Company’s Board of Directors determined that material weaknesses existed in the Company’s internal control over financial reporting due to the lack of precision of management review controls that would prevent or detect material misstatements. As such, Item 4 of Part I has been amended for our assessment of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Exchange Act. Refer to *Controls and Procedures in Part I, Item 4*.

Items Amended in this Amendment No. 1

The Amendment sets forth the information in the Original Filing in its entirety, as adjusted for the effects of the Restatement. The following items have been amended to reflect the Restatement:

- Part I, Item 1, Financial Statements
- Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations
- Part I, Item 4, Controls and Procedures
- Part II, Item 1A, Risk Factors
- Part II, Item 6, Exhibits

Except as described above this Amendment No. 1 does not amend, update or change any other disclosures in the Original Filing. In addition, the information contained in this Amendment No. 1 does not reflect events occurring after the Original Filing and does not modify or update the disclosures therein, except to reflect the effects of the Restatement.

This Amendment includes new certifications from the Company’s Chief Executive Officer and Chief Financial Officer dated as of the date of filing of this Amendment, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

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ZIVO BIOSCIENCE, INC.
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PART I – FINANCIAL INFORMATION

Item 1. Unaudited Condensed Consolidated Financial Statements (Restated)

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

	As of September 30, 2021 <i>(Restated)</i>	As of December 31, 2020
ASSETS		
CURRENT ASSETS:		
Cash	\$ 10,803,398	\$ 137,862
Prepaid Expenses	132,085	29,953
Total Current Assets	<u>10,935,483</u>	<u>167,815</u>
PROPERTY AND EQUIPMENT, NET		
	-	-
OTHER ASSETS		
Right of Use Asset, net	33,107	49,364
Deposits	3,000	3,000
Total Other Assets	<u>36,107</u>	<u>52,364</u>
TOTAL ASSETS	<u>\$ 10,971,590</u>	<u>\$ 220,179</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Accounts Payable	\$ 728,814	\$ 1,559,627
Loans Payable, Related Parties	-	9,000
Convertible Debentures Payable	240,000	5,180,342
Deferred R&D Obligations - Participation Agreements	1,681,004	1,936,800
Accrued Interest	95,282	2,464,724
Lease Liability, current portion	21,064	29,172
Accrued Liabilities – Other	431,397	214,250
Total Current Liabilities	<u>3,197,561</u>	<u>11,393,915</u>
LONG-TERM LIABILITIES:		
Note -Payable – SBA Paycheck Protection Loan	-	121,700
Lease Liability, long term portion	3,400	15,178
Total Long-Term Liabilities	<u>3,400</u>	<u>136,878</u>
TOTAL LIABILITIES	<u>3,200,961</u>	<u>11,530,793</u>
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY (DEFICIT):		
Common stock, \$0.001 par value, 150,000,000 and 1,200,000,000 shares authorized as of September 30, 2021 and December 31, 2020; 9,417,160 and 5,162,945 issued and outstanding at September 30, 2021, and December 31, 2020.	9,417	5,163
Additional Paid-In Capital	112,473,855	87,747,898
Accumulated deficit	(104,712,643)	(99,063,675)
Total Stockholders' Equity (Deficit)	<u>7,770,629</u>	<u>(11,310,614)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 10,971,590</u>	<u>\$ 220,179</u>

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

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months ended September 30, 2021	For the Three Months ended September 30, 2020	For the Nine Months ended September 30, 2021	For the Nine Months ended September 30, 2020
	<i>(Restated)</i>		<i>(Restated)</i>	
REVENUES:				
Service Revenue	\$ -	\$ -	\$ -	\$ 20,000
Total Revenues	<u>-</u>	<u>-</u>	<u>-</u>	<u>20,000</u>
COSTS AND EXPENSES:				
General and Administrative	736,014	458,755	2,972,810	1,526,530
Professional fees and Consulting expense	527,476	1,610,931	1,008,991	1,986,417
Research and Development	442,340	1,294,921	1,557,010	3,307,716
Total Costs and Expenses	<u>1,705,830</u>	<u>3,364,607</u>	<u>5,538,811</u>	<u>6,820,663</u>
LOSS FROM OPERATIONS	(1,705,830)	(3,364,607)	(5,538,811)	(6,800,663)
OTHER INCOME (EXPENSE):				
Gain on Forgiveness of Debt	121,700	-	121,700	-
Interest expense	(210)	(24,281)	(43,253)	(72,890)
Interest expense – related parties	-	(113,867)	(188,604)	(339,015)
Total Other Income (Expense)	<u>121,491</u>	<u>(138,148)</u>	<u>(110,157)</u>	<u>(411,906)</u>
NET LOSS	\$ (1,584,339)	\$ (3,502,755)	\$ (5,648,968)	\$ (7,212,568)
BASIC AND DILUTED LOSS PER SHARE	\$ (0.17)	\$ (0.69)	\$ (0.81)	\$ (1.43)
WEIGHTED AVERAGE BASIC AND DILUTED SHARES OUTSTANDING	<u>9,240,007</u>	<u>5,084,062</u>	<u>6,987,271</u>	<u>5,059,958</u>

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

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIENCY
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND SEPTEMBER 30, 2021

	<u>Common Stock</u>		<u>Additional Paid in Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>			
Balance, June 30, 2020	5,083,129	\$ 5,083	\$ 83,669,702	\$ (93,667,759)	\$ (9,992,974)
Issuance of warrants for services	-	-	713,647	-	713,647
Issuance of warrants for services – directors fees	-	-	1,248,616	-	1,248,616
Issuance of warrants for participation agreements	-	-	422,618	-	422,618
Common stock issued on warrant exercise	3,421	3	19,997	-	20,000
Net loss for the three months ended September 30, 2020	-	-	-	(3,502,755)	(3,502,755)
Balance, September 30, 2020	<u>5,086,550</u>	<u>\$ 5,086</u>	<u>\$ 86,074,580</u>	<u>\$ (97,170,514)</u>	<u>\$ (11,090,848)</u>

	<u>Common Stock</u>		<u>Additional Paid in Capital</u>	<u>Accumulated Deficit (Restated)</u>	<u>Total (Restated)</u>
	<u>Shares</u>	<u>Amount</u>			
Balance, June 30, 2021	9,068,657	\$ 9,069	\$ 110,452,207	\$ (103,128,304)	\$ 7,332,972
Issuance of warrants for services	-	-	256,920	-	256,920
Public offering issue of stock, overallotment	150,000	150	748,350	-	748,500
Underwriting and other expenses for public offering	-	-	(75,191)	-	(75,191)
Common stock issued on registered warrant exercise	198,503	198	1,091,569	-	1,091,767
Net loss for the three months ended September 30, 2021	-	-	-	(1,584,339)	(1,584,339)
Balance, September 30, 2021	<u>9,417,160</u>	<u>\$ 9,417</u>	<u>\$ 112,473,855</u>	<u>\$ (104,712,643)</u>	<u>\$ 7,770,629</u>

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

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIENCY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020 AND SEPTEMBER 30, 2021

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance, December 31, 2019	4,959,206	\$ 4,959	\$ 81,614,504	\$ (89,957,946)	\$ (8,338,483)
Issuance of warrants for services	-	-	1,612,622		1,612,622
Issuance of warrants for services – related party	-	-	297,248		297,248
Issuance of warrants for services – directors fees	-	-	1,248,616		1,248,616
Issuance of warrants for participation agreements	-	-	540,092		540,092
Issuance of common stock for cash	1,953	2	24,998		25,000
Common stock issued on conversion of 11% Convertible Debt and accrued interest	17,028	17	136,208		136,225
Common stock issued on warrant exercise	79,813	80	600,320		600,400
Cashless exercises of stock warrants	28,550	28	(28)		-
Net loss for the nine months ended September 30, 2020				(7,212,568)	(7,212,568)
Balance, September 30, 2020	<u>5,086,550</u>	<u>\$ 5,086</u>	<u>\$ 86,074,580</u>	<u>\$ (97,170,514)</u>	<u>\$ (11,090,848)</u>
	Common Stock		Additional Paid in Capital	Accumulated Deficit (Restated)	Total (Restated)
	Shares	Amount			
Balance, December 31, 2020	5,162,945	\$ 5,163	\$ 87,747,898	\$ (99,063,675)	\$ (11,310,614)
Issuance of warrants for services	-	-	1,601,909		1,601,909
Issuance of common stock for cash – related party	4,464	5	49,995		50,000
Issuance of common stock for cash	139,664	140	1,514,829		1,514,969
Issuance of warrants as per the Co-Participation Agreements	-	-	55,697		55,697
Common stock issued on cashless warrant exercise	54,361	54	(54)		-
Public offering issuance of stock and warrants	2,910,000	2,910	14,545,590		14,548,500
Fractional Shares from Split	(99)	-	-		
Underwriting and other expenses for public offering	-	-	(1,697,829)		(1,697,829)
Warrants sold as part of the public offering	-	-	4,240		4,240
Common stock issued on registered warrant exercise	198,503	199	1,091,568		1,091,767
Common stock issued on conversion of 11% Convertible Debt and accrued interest	942,322	942	7,537,614		7,538,556
Stock issued for services	5,000	5	22,395		22,400
Net loss for the nine months ended September 30, 2021				(5,648,968)	(5,648,968)
Balance, September 30, 2021	<u>9,417,160</u>	<u>\$ 9,417</u>	<u>\$ 112,473,855</u>	<u>\$ (104,712,643)</u>	<u>\$ 7,770,629</u>

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

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the Nine Months Ended September 30, 2021 (Restated)	For the Nine Months Ended September 30, 2020
Cash Flows for Operating Activities:		
Net Loss	\$ (5,648,968)	\$ (7,212,568)
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock and warrants issued for services rendered – related party	-	297,248
Stock and warrants issued for services rendered	22,400	1,612,623
Warrants issued for Directors’ Fees	-	1,248,616
Employee Option Expense	1,601,909	-
Amortization of lease liability	16,257	-
Gain on Forgiveness of Debt	(121,700)	-
Amortization of Deferred R&D obligation - participation agreements	(350,099)	-
Changes in assets and liabilities:		
Prepaid expenses	(102,132)	(51,791)
Accounts payable	(830,812)	528,462
Advanced payments for deferred R&D obligation – participation agreements	85,303	1,384,907
Lease liability	(19,886)	-
Accrued liabilities and interest	445,919	505,567
Net Cash (Used) by Operating Activities	<u>(4,901,809)</u>	<u>(1,686,936)</u>
Cash Flows from Investing Activities:		
	-	-
Cash Flow from Financing Activities:		
Proceeds from Loan Payable, related party – net of repayments	-	129,000
Proceeds of Loan Payable, other	190,500	121,700
Payments of Loan Payable, other	(190,500)	-
Proceeds from sale of common stock warrants – participation agreements	55,696	540,093
Proceeds from exercise of common stock warrants	-	580,400
Proceeds from public sale of common stock and common stock warrants	14,552,740	-
Proceeds from exercise of public warrants	1,091,767	-
Expenses related to public offering	(1,697,830)	-
Proceeds from direct sales of common stock	1,514,972	25,000
Proceeds from direct sales of common stock, related party	50,000	-
Net Cash Provided by Financing Activities	<u>15,567,346</u>	<u>1,396,193</u>
Increase/(Decrease) in Cash	10,665,536	(290,743)
Cash at Beginning of Period	137,862	346,111
Cash at End of Period	<u>\$ 10,803,398</u>	<u>\$ 55,368</u>
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	<u>\$ 3,084</u>	<u>\$ -</u>
Income Taxes	<u>\$ -</u>	<u>\$ -</u>

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

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

Supplemental Disclosure of Non-Cash Investing and Financing Activities:

Nine Months Ended September 30, 2021:

During the nine months ended September 30, 2021, a related party applied the proceeds of a Loan Payable in the principal amount of \$9,000, against an investment in a Participation Agreement.

During the nine months ended September 30, 2021, warrants to purchase 139,100 shares of the Company's common stock were exercised on a "cashless" basis resulting in the issuance of 54,361 shares of common stock.

On June 2, 2021, pursuant to the terms of several Debt Extension and Conversion Agreements with holders of our 11% convertible debt, a total of \$7,538,556 comprised of outstanding principal of \$4,940,342 and interest of \$2,598,214 of our convertible notes were automatically converted into 942,322 shares of common stock at \$8.00 per share. See Note 7 – Convertible Debt for additional information.

Nine Months Ended September 30, 2020:

During the quarter ended March 31, 2020, \$100,000 of 11% Convertible Notes, as well as \$36,225 in related accrued interest were converted at \$8.00 per share into 17,028 shares of the Company's common stock.

During the quarter ended March 31, 2020, a principal shareholder and related party assigned warrants to purchase 46,875 shares of the Company's Common Stock to third party investors and such warrants were exercised in the first quarter of 2020 at \$8.00 per share resulting in the issuance of 46,875 shares of common stock for gross proceeds of \$375,000. The Company considered the warrants to be contributed capital from a majority shareholder and recorded equity related finance charges. The warrants were valued at \$453,441 using the Black Scholes pricing model relying on the following assumptions: volatilities ranging from 128.20% to 142.46%; annual rate of dividends 0%; discount rates ranging from 0.66% to 1.65%.

During the quarter ended March 31, 2020, warrants to purchase 48,500 shares of the Company's Common Stock were exercised on a "cashless" basis resulting in the issuance of 23,459 shares of common stock.

During the quarter ended June 30, 2020, a principal shareholder and related party assigned a warrant to purchase 6,250 shares of the Company's Common Stock a third party investor and such warrant was exercised in the second quarter of 2020 at \$8.00 per share resulting in the issuance of 6,250 shares of common stock for gross proceeds of \$50,000. The Company considered the warrant to be contributed capital from a majority shareholder and recorded equity related finance charges. The warrants were valued at \$42,090 using the Black Scholes pricing model relying on the following assumptions: volatility of 133.44%; annual rate of dividends 0%; discount rate of 0.41%.

During the quarter ended June 30, 2020, warrants to purchase 11,500 shares of the Company's Common Stock were exercised on a "cashless" basis resulting in the issuance of 4,170 shares of common stock.

During the quarter ended September 30, 2020, \$20,000 of Loan Payable, Related Parties were converted at \$8.00 per share into 2,500 shares of the Company's common stock.

During the quarter ended September 30, 2020, warrants to purchase 10,000 shares of the Company's Common Stock were exercised on a "cashless" basis resulting in the issuance of 921 shares of common stock.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements include the accounts of ZIVO Bioscience, Inc. and its wholly-owned subsidiaries (collectively, the “Company”). All significant intercompany accounts and transactions have been eliminated in consolidation. In the opinion of the Company’s management, the financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the information set forth therein. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The condensed consolidated financial statements have also been prepared on a basis substantially consistent with and should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2020, included in its Annual Report on Form 10-K that was filed with the Securities and Exchange Commission on February 25, 2021, as amended.

The Company’s common stock commenced trading on The Nasdaq Capital Market on May 28, 2021 under the ticker symbol “ZIVO.” Previously, the Company’s common stock was traded on the OTC Markets quotation system on the OTCQB.

Going Concern Uncertainty

The Company incurred a net loss of \$5,648,968 for the nine months ended September 30, 2021. In addition, the Company had a working capital surplus of \$7,737,922 and a stockholders’ equity of \$7,770,629 at September 30, 2021. Notwithstanding the presently reported surpluses, our spending patterns and lack of revenue continue to raise substantial doubts about the Company’s ability to continue as a going concern. During the nine months ended September 30, 2021, and prior to the June, 2021 Offering, the Company raised \$1,564,970 from the issuance of common stock and exercise of common stock warrants and \$50,000 from the proceeds from the sale of License Co-Development Participation Agreements (the “Participation Agreements”) and related warrants. On June 2, 2021, the Company completed the June, 2021 Offering from which the Company netted proceeds of \$12,181,602 after related underwriting and other costs. In the third quarter of 2021, the Company received net proceeds from the sale of an overallotment of the June 2, 2021 Offering in the amount of \$673,159, and received \$1,091,767 from the exercise of public warrants. The Company expects to continue to incur operating losses and net cash outflows until such time as it generates a level of revenue to support its cost structure. There is no assurance that the Company will achieve profitable operations, and, if achieved, whether it will be sustained on a continued basis. These factors indicate substantial doubt about the Company’s ability to continue as a going concern within one year after the date the financial statements are filed. The Company’s condensed consolidated financial statements have been prepared on the basis of continuity of operations, realization of assets and satisfaction of liabilities in the ordinary course of business; no adjustments have been made relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company not continue as a going concern.

The Company intends to fund ongoing activities by utilizing its current cash on hand and by raising additional capital through equity or debt financings. There can be no assurance that the Company will be successful in raising that additional capital or that such capital, if available, will be on terms that are acceptable to the Company. If the Company is unable to raise sufficient additional capital, the Company may be compelled to reduce the scope of its operations and planned capital expenditures.

NOTE 2 – RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

The Company has restated its previously issued condensed consolidated financial statements as of and for the three and nine month periods ended September 30, 2021. The restatement reflects the correction of errors relating to the accounting for the Participation Agreements entered into between April 13, 2020 through May 14, 2021. The Participation Agreements should be accounted for as a research and development agreement in accordance with ASC 730-20, *Research and Development – Research and Development Arrangements*. ASC 730 directs the balance of funds to be considered a liability as an obligation to perform services. As such, this liability should be amortized when research and development expenses associated with the Participation Agreements are incurred as an offset to research and development expenses. The error resulted in the overstatement of the Company’s total current liabilities, total stockholders’ deficit, research and development expense, net loss, and basic and diluted net loss per share.

The following table summarizes the effect of the corrections on the condensed consolidated balance sheet as of September 30, 2021:

	As of September 30, 2021		
	As Reported	Adjustment	As Restated
Deferred Revenue - Participation Agreements	\$ 2,031,103	\$ (2,031,103)	\$ -
Deferred R&D Obligations - Participation Agreements	-	1,681,004	1,681,004
Total Current Liabilities	3,547,660	(350,099)	3,197,561
Total Liabilities	3,551,060	(350,099)	3,200,961
Accumulated deficit	(105,062,742)	350,099	(104,712,643)
Total Stockholders' Equity (Deficit)	7,420,530	350,099	7,770,629

The following table summarizes the effect of the corrections on the condensed consolidated statement of operations for the three months and nine months ended September 30, 2021:

	For the Three Months Ended September 30, 2021			For the Nine Months Ended September 30, 2021		
	As Reported	Adjustment	As Restated	As Reported	Adjustment	As Restated
Research and Development	\$ 792,439	\$ (350,099)	\$ 442,340	\$ 1,907,109	\$ (350,099)	\$ 1,557,010
Total Costs and Expenses	2,055,929	(350,099)	1,705,830	5,888,910	(350,099)	5,538,811
Loss from operations	(2,055,929)	350,099	(1,705,830)	(5,888,910)	350,099	(5,538,811)
Net Loss	(1,934,438)	350,099	(1,584,339)	(5,999,067)	350,099	(5,648,968)
Basic and diluted loss per share	\$ (0.21)	\$ 0.04	\$ (0.17)	\$ (0.86)	\$ 0.05	\$ (0.81)

The following table summarizes the effect of the corrections on the condensed consolidated statement of cash flows for the nine months ended September 30, 2021:

	For the Nine Months Ended September 30, 2021		
	As Reported	Adjustment	As Restated
Net Loss	\$ (5,999,067)	\$ 350,099	\$ (5,648,968)
Amortization of Deferred R&D obligation - participation agreements	-	\$ (350,099)	\$ (350,099)
Increase in deferred revenue – participation agreements	85,303	(85,303)	-
Advanced payments for R&D obligations – participation agreements	-	85,303	85,303

In addition, the Company's previous filings also incorrectly identified the funds contributed to the Company per the Participation Agreements as Deferred Revenue – Participation Agreements and has been corrected to Deferred R&D obligations – Participation Agreements. The balance of the Participation Agreements impacted by this immaterial revision in the respective financial statements are \$1,936,800, \$2,001,001, and \$2,031,103 as of December 31, 2020, March 31, 2021 and June 30, 2021, respectively.

Note 9 – Deferred R&D Obligations – Participation Agreements has been adjusted for these corrections.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The unaudited condensed consolidated financial statements include the accounts of Zivo Bioscience, Inc. (Nevada) and its wholly owned subsidiaries, Health Enhancement Corporation (Nevada), HEPI Pharmaceuticals, Inc. (Delaware), WellMetrix, LLC (Delaware), WellMetris, LLC (Delaware), Zivo Bioscience, LLC (Florida), ZIVO Zoologic, Inc. (Delaware), and Zivo Biologic, Inc. (Delaware). All significant intercompany transactions and accounts have been eliminated in consolidation.

Accounting Estimates

The Company's condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management uses its best judgment in valuing these estimates and may, as warranted, solicit external professional advice and other assumptions believed to be reasonable.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

For the purpose of the statements of cash flows, cash equivalents include time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less when purchased. At September 30, 2021, the Company did not have any Cash Equivalents.

Property and Equipment

Property and equipment consist of furniture and office equipment and are carried at cost less allowances for depreciation and amortization. Depreciation and amortization are determined by using the straight-line method over the estimated useful lives of the related assets. Repair and maintenance costs that do not improve service potential or extend the economic life of an existing fixed asset are expensed as incurred.

Revenue Recognition

Revenue is recognized in accordance with revenue recognition accounting guidance, which utilizes five steps to determine whether revenue can be recognized and to what extent: (i) identify the contract with a customer; (ii) identify the performance obligation(s); (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) determine the recognition period. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inception, once the contract is determined to be within the scope of ASC 606, Revenue from Contracts with Customers, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

Significant judgments exercised by management include the identification of performance obligations, and whether such promised goods or services are considered distinct. The Company evaluates promised goods or services on a contract-by-contract basis to determine whether each promise represents a good or service that is distinct or has the same pattern of transfer as other promises. A promised good or service is considered distinct if the customer can benefit from the good or service independently of other goods/services either in the contract or that can be obtained elsewhere, without regard to contract exclusivity, and the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract. If the good or service is not considered distinct, the Company combines such promises and accounts for them as a single combined performance obligation.

For nine months ended September 30, 2021, and 2020, the Company had \$0 and \$20,000 of revenue, respectively.

Shipping and Handling Costs

Shipping and handling costs are expensed as incurred. For the nine months ended September 30, 2021, and 2020, no shipping and handling costs were incurred.

Deferred Offering Expenses

During the three months ended March 31, 2021, the Company incurred \$143,377 of costs directly related to our planned public securities offering. We have recorded those costs as Deferred Offering Expenses on our balance sheet and will reduce our proceeds from the security sale by those costs and any additional directly related future costs. On June 2, 2021, the Company successfully executed the public securities offering and applied those offering expenses against Additional Paid in Capital. As of September 30, 2021, the Company had no Deferred Offering Expenses.

Research and Development

Research and development costs are expensed as incurred. The Company's research and development costs, including internal expenses, consist of clinical study expenses as it relates to the biotech business and the development and growing of algae as it relates to the agtech business. These consist of fees, charges, and related expenses incurred in the conduct of business with Company development by independent outside contractors, and the cost of Company personnel who work on Research and Development activities. Total internal and external clinical studies study expenses were approximately \$1,337,303 and \$3,308,000 for the nine months ended September 30, 2021, and 2020, respectively. For the nine months ended September 30, 2021, the Company recognized a reduction in gross research and development spending to account for the amortization of the spending obligation created through the complete funding of the Participation Agreements. (See Note 9 (Restated): Deferred R&D Obligation - Participation Agreements)

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**Stock Based Compensation**

We account for stock-based compensation in accordance with FASB ASC 718, *Compensation – Stock Compensation*, as amended by (ASU) No. 2018-07, *Improvements to Nonemployee Share-Based Payment Accounting*. Under the provisions of FASB ASC 718, stock-based compensation cost is estimated at the grant date based on the award's fair value and is recognized as expense over the requisite service period. The Company generally issues grants to its employees, consultants and board members. At the date of grant, the Company determines the fair value of the stock option or warrant award and recognizes compensation expense over the requisite service period. The fair value of the stock option or warrant award is calculated using the Black Scholes option pricing model.

During the nine months ended September 30, 2021, and 2020, stock options and warrants were granted to employees, the Board of Directors ("Board of Directors" or "Board") and consultants of the Company. As a result of these grants, the Company recorded compensation expense of \$1,624,309 and \$3,158,487 for these periods, respectively.

The fair value of stock options and warrants was estimated on the date of grant using the Black-Scholes option-pricing model based on the following weighted average assumptions:

	Nine Months Ended September 30,	
	2021	2020
Expected volatility	144.80% to 153.25%	144.39% to 184.19%
Expected dividends	0%	0%
Expected term	5 to 10 years	5 to 10 years
Risk free rate	0.29% to 1.45%	0.28% to 2.31%

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option-pricing models require the input of highly subjective assumptions, including the expected stock price volatility. Because the Company's employee warrants have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion the existing models may not necessarily provide a reliable single measure of the fair value of the warrants.

Loss Per Share

Basic loss per share is computed by dividing the Company's net loss by the weighted average number of common shares outstanding during the period presented. Diluted loss per share is based on the treasury stock method and includes the effect from potential issuance of common stock such as shares issuable pursuant to the exercise of options, warrants and conversions of debentures. Potentially dilutive securities as of September 30, 2021, consisted of 52,957 common shares issuable upon the conversion of convertible debentures and related accrued interest and 6,164,573 common shares issuable upon the exercise of outstanding exercisable stock options and warrants. Potentially dilutive securities as of September 30, 2020, consisted of 957,234 common shares from convertible debentures and related accrued interest and 2,969,338 common shares from outstanding exercisable stock options and warrants. For the nine months ended September 30, 2021, and 2020 diluted and basic weighted average shares are the same, as potentially dilutive shares are anti-dilutive.

Advertising

Advertising costs are charged to operations when incurred. There were no advertising costs for the nine months ended September 30, 2021, and 2020.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents. The Company maintains cash balances at financial institutions which exceed the current Federal Deposit Insurance Corporation ("FDIC") limit of \$250,000.

Reclassifications

Certain items in these consolidated financial statements have been reclassified to conform to the current period presentation.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recently Enacted Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2014-09 (ASU 2014-09), “Revenue from Contracts with Customers.” ASU 2014-09 superseded the revenue recognition requirements in “Revenue Recognition (Topic 605),” and requires entities to recognize revenue when it transfers promised goods or services to customers in an amount that reflect the consideration to which the entity expects to be entitled to in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is not permitted. Historically the Company has had insignificant revenues.

In February 2016, the FASB issued ASU No. 2016-02, “Leases,” to require lessees to recognize all leases, with limited exceptions, on the balance sheet, while recognition on the statement of operations will remain similar to current lease accounting. The ASU also eliminates real estate-specific provisions and modifies certain aspects of lessor accounting. Subsequently, the FASB issued ASU No. 2018-10, “Codification Improvements to Topic 842”, ASU No. 2018-11, “Targeted Improvements,” and ASU No. 2018-20, “Narrow-Scope Improvements for Lessors,” to clarify and amend the guidance in ASU No. 2016-02. ASU No. 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period.

The Company has adopted each of the ASUs. Prior comparative periods were not required to be restated and the ASUs have not had an impact on the Company’s consolidated financial statements.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment at September 30, 2021 and December 31, 2020 consisted of the following:

	September 30, 2021	December 31, 2020
	(Unaudited)	
Furniture and fixtures	\$ 20,000	\$ 20,000
Equipment	80,000	80,000
	100,000	100,000
Less accumulated depreciation and amortization	(100,000)	(100,000)
	\$ -	\$ -

There were no depreciation and amortization expenses for the nine months ended September 30, 2021, and 2020 respectively.

NOTE 5 – LEASES

On December 17, 2020, the Company entered into a 25 ½ month lease agreement for a 2,700-square-foot facility that contains office, warehouse, lab and R&D space in Fort Myers, Florida. The lease agreement commenced on December 17, 2020 and ends on January 31, 2023. The agreement provided for a total rent of \$54,993 over the period. Occupancy of the property commenced on December 17, 2020, there was a 6-week rent holiday and a commencement date of February 1, 2021. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term. Rent is \$3,291 per month from January 15, 2021, to January 31, 2022 and \$1,154 from February 1, 2022 to January 31, 2023.

The balances for our operating lease where we are the lessee are presented as follows within our condensed consolidated balance sheet:

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - LEASES (continued)

Operating leases:

	September 30, 2021 (Unaudited)	December 31, 2020
Assets:		
Operating lease right-of-use asset	\$ 33,107	\$ 49,364
Liabilities:		
Current Portion of Long-Term Operating Lease	\$ 21,064	\$ 29,172
Long-Term Operating Lease, Net of Current Portion	3,400	15,178
	<u>\$ 24,464</u>	<u>\$ 44,350</u>

The components of lease expense are as follows within our condensed consolidated statement of operations:

	For the Nine months September 30, 2021	For the Nine months June 30, 2020
Operating lease expense	\$ 19,409	\$ -

Other information related to leases where we are the lessee is as follows:

	For the Nine months September 30, 2021	For the Year ended December 31, 2020
Weighted-average remaining lease term:		
Operating leases	1.33 Years	2.08 Years
Discount rate:		
Operating leases	11.00%	11.00%

Supplemental cash flow information related to leases where we are the lessee is as follows:

	For the Nine months September 30, 2021
Cash paid for amounts included in the measurement of lease liabilities:	\$ 29,619

As of September 30, 2021, the maturities of our operating lease liability are as follows:

Year Ended:	Operating Lease
December 31, 2021	\$ 9,874
December 31, 2022	15,989
Total minimum lease payments	25,863
Less: Interest	1,399
Present value of lease obligations	24,464
Less: Current portion	21,064
Long-term portion of lease obligations	<u>\$ 3,400</u>

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6 – LOAN PAYABLE, RELATED PARTIES

HEP Investments, LLC

During the nine months ended September 30, 2021, the Company and HEP Investments, LLC (“HEP”, or “HEP Investments”) agreed to exchange the \$9,000 in related party debt into an equal investment of \$9,000 in the Participation Agreements (see Note 9 – Deferred R&D Obligations - Participation Agreements). This agreement eliminated any remaining third-party debt with HEP Investments. As of September 30, 2021, there were no Loans Payable to related parties.

NOTE 7 – CONVERTIBLE DEBT

HEP Investments, LLC – Related Party

On December 2, 2011, the Company and HEP Investments entered into the following documents, effective as of December 1, 2011, as amended through May 16, 2018: (i) a Loan Agreement under which HEP Investments has agreed to advance up to \$20,000,000 to the Company, subject to certain conditions, (ii) an 11% Convertible Secured Promissory Note in the principal amount of \$20,000,000 (“Note”) (of which a total of \$18,470,640 has been funded, the total amount of which, along with accrued interest was subsequently converted into 2,577,810 shares of common stock, leaving a balance advanced of \$ -0- as of September 30, 2021), (iii) a Security Agreement, under which the Company granted HEP Investments a security interest in all of its assets, (iv) issue HEP Investments warrants to purchase 20,834 shares of common stock at an exercise price of \$9.60 per share (including a cashless exercise provision) which expired September 30, 2016 (from the original December 1, 2011 agreement), (v) enter into a Registration Rights Agreement with respect to all the shares of common stock issuable to HEP Investments in connection with the Loan transaction, in each case subject to completion of funding of the full \$20,000,000 called for by the Loan Agreement, and (vi) an Intellectual Property security agreement under which the Company and its subsidiaries granted HEP Investments a security interest in all their respective intellectual properties, including patents, in order to secure their respective obligations to HEP Investments under the Note and related documents. HEP Investments’ Notes were convertible into the Company’s restricted common stock at \$8.00 per share and bear interest at the rate of 11% per annum. In addition, certain of the Company’s subsidiaries guaranteed the Company’s obligations under the Note. The Company also made certain agreements with HEP Investments which were to remain in effect if any amount is outstanding under the Loan. These agreements include an agreement not to make any change in the Company’s senior management, without the prior written consent of HEP Investments. Two representatives of HEP Investments have the right to attend Board of Director meetings as non-voting observers.

In January 2019, and in connection with the Convertible Note, HEP Investments entered into a life insurance policy for Andrew Dahl, our Chief Executive Officer. On February 23, 2021, the Company and Lender entered into a Letter Agreement in which the Company agreed to pay certain premiums of \$2,565 per month under the life insurance policy while payments under the Convertible Note remain outstanding. As of June 2, 2021, the Company ceased paying premiums on the life insurance policy for Andrew Dahl.

On March 29, 2019, the Company and HEP Investments entered a “Debt Extension Agreement” whereby HEP Investments extended the maturity date of the Note to June 30, 2019. HEP Investments received no additional consideration related to this debt extension. The Company determined that the modification of these Notes was not a substantial modification in accordance with ASC 470-50, “Modifications and Extinguishments.”

On March 31, 2021, HEP Investments entered into a “Debt Extension and Conversion Agreement” with the Company. This agreement provides that the notes, including principal and accrued interest, automatically convert into shares of common stock per the original note provisions upon consummation of an underwritten public offering of the Company’s common stock.

On June 2, 2021, in accordance with the Debt Extension and Conversion Agreement between the HEP Investments and the Company, all of the outstanding debt and accrued interest for the Notes was automatically converted into common stock of the Company. The principal amount of 4,090,342 and the accrued interest to June 2, 2021, of \$2,161,845 totaled \$6,252,187; this total amount was converted into 781,524 shares of common stock at \$8.00 per share. As of September 30, 2021, the Company has no further remaining financial obligations to the HEP Investments under the terms of the convertible notes. As of the conversion of the total outstanding principal and accrued interest balance, HEP Investments no longer retains a security interest in the Company’s intellectual property or other assets.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7 – CONVERTIBLE DEBT (continued)

Paulson Investment Company, LLC - Related Debt

On August 24, 2016, the Company entered into a Placement Agent Agreement with Paulson Investment Company, LLC (“Paulson”). The agreement provided that Paulson could provide the Company with up to \$2 million in financings through “accredited investors” (as defined by Regulation D of the Securities Act of 1933, as amended). As of December 31, 2016, the Company received funding of \$1,250,000 through seven (7) individual loans (the “New Lenders”). Each loan included a (i) a Loan Agreement of the individual loan, (ii) a Convertible Secured Promissory Note (“New Lenders Notes”) in the principal amount of the loan, (iii) a Security Agreement under which the Company granted HEP Investments a security interest in all of its assets and (iv) an Intercreditor Agreement with HEP Investments, LLC (HEP) whereby HEP and the New Lenders agree to participate in all collateral on a pari passu basis. The loans have a two-year term and mature in September 2018 (\$600,000) and October 2018 (\$650,000). Paulson received a 10% cash finance fee for monies invested in the Company in the form of convertible debt, along with 5 year, \$8.00 warrants equal to 15% of the number of common shares for which the debt is convertible into at \$8.00 per share. The New Lenders Notes are convertible into the Company’s restricted common stock at \$8.00 per share and bear interest at the rate of 11% per annum.

On September 24, 2018, one New Lender converted \$300,000 of the debt and \$64,280 of accrued interest into 45,535 shares of the Company’s common stock (at \$8.00 per share). On May 8, 2019, one of the New Lenders bought the note of another New Lender.

On January 15, 2020, two New Lenders converted \$100,000 of the debt and \$36,225 of accrued interest into 17,028 shares of the Company’s common stock (at \$8.00 per share).

The New Lenders Notes state that they will be repaid as follows: accrued interest must be paid on the first and second anniversary of the Note and unpaid principal not previously converted into common stock must be repaid on the second anniversary of the New Lender Note.

In May 2021, each of the remaining three New Lenders entered into a Debt Extension and Conversion Agreement with the Company. These agreements provide that the notes, including principal and accrued interest, automatically convert into shares of common stock per the original note provisions upon consummation of an underwritten public offering of the Company’s common stock.

On June 2, 2021, in accordance with the “Debt Extension and Conversion Agreement” between the remaining New Lenders and the Company, all of the remaining outstanding debt and accrued interest for the New Lenders Notes were automatically converted to common stock. The principal amount of \$850,000 and the accrued interest to June 2, 2021, of \$436,369 totaled \$1,286,369; this total amount was converted into 160,798 shares of common stock at \$8.00 per share. As of September 30, 2021, the Company has no further remaining financial obligations to the New Lenders under the terms of the New Lenders Notes. All security interests of the New Lenders in the Company’s assets have been terminated.

Other Debt

In September 2014, the lender of the 1% convertible debentures agreed to rolling 30-day extensions until notice is given to the Company to the contrary. As of September 30, 2021, that agreement is still in place. The Company determined that the modification of these notes is not a substantial modification in accordance with ASC 470-50, “Modifications and Extinguishments.”

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7 – CONVERTIBLE DEBT (continued)

Convertible debt consists of the following:

	September 30, 2021	December 31, 2020
	(Unaudited)	
1% Convertible notes payable, due October 31, 2021 (at September 30, 2021)	\$ 240,000	\$ 240,000
11% Convertible note payable – HEP Investments, a related party. As of June 2, 2021 no notice of default has been received, and on that date all principal and associated accrued interest were converted into the Company’s common stock at \$8.00 per share in accordance with the Debt Extension and Conversion Agreements	-	4,090,342
11% Convertible note payable – New Lenders; placed by Paulson. As of June 2, 2021 no notice of default has been received, and on that date all principal and associated accrued interest were converted into the Company’s common stock at \$8.00 per share in accordance with the Debt Extension and Conversion Agreements	-	850,000
	240,000	5,180,342
Less: Current portion	240,000	5,180,342
Long term portion	\$ -	\$ -

NOTE 8 – NOTES PAYABLE – SBA PAYCHECK PROTECTION PROGRAM

Paycheck Protection Program Loan

On May 7, 2020, The Company received \$121,700 in loan funding from the Paycheck Protection Program (the "PPP") established pursuant to the recently enacted Coronavirus Aid, Relief, and Economic Security Act of 2020 (the "CARES Act") and administered by the U.S. Small Business Administration ("SBA"). The unsecured loan (the "PPP Loan") is evidenced by a promissory note of the Company, dated April 29, 2020 (the "Note") in the principal amount of \$121,700 with Comerica Bank (the "Bank"), the lender.

Under the terms of the Note and the PPP Loan, interest accrues on the outstanding principal at the rate of 1.0% per annum. The term of the Note is two years, though it may be payable sooner in connection with an event of default under the Note. To the extent the loan amount is not forgiven under the PPP, the Company will be obligated to make equal monthly payments of principal and interest beginning on the date that is seven months from the date of the Note, until the maturity date. The Note may be prepaid in part or in full, at any time, without penalty.

The CARES Act and the PPP provide a mechanism for forgiveness of up to the full amount borrowed. Under the PPP, the Company may apply for forgiveness for all or a part of the PPP Loan. The amount of loan proceeds eligible for forgiveness, as amended, is based on a formula that takes into account a number of factors, including: (i) the amount of loan proceeds that are used by the Company during the covered period after the loan origination date for certain specified purposes including payroll costs, interest on certain mortgage obligations, rent payments on certain leases, and certain qualified utility payments, provided that at least 60% of the loan amount is used for eligible payroll costs; (ii) the Company maintaining or rehiring employees, and maintaining salaries at certain levels; and (iii) other factors established by the SBA. Subject to the other requirements and limitations on loan forgiveness, only that portion of the loan proceeds spent on payroll and other eligible costs during the covered period will qualify for forgiveness. Although the Company currently intends to use the entire amount of the PPP Loan for qualifying expenses, no assurance is provided that the Company will obtain forgiveness of the PPP Loan in whole or in part.

Upon the occurrence of an event of default, the Bank has customary remedies and may, among other things, require immediate payment of all amounts owed under the Note, collect all amounts owing from the Company, and file suit and obtain judgment against the Company.

In August 2021, the Company applied to the SBA for forgiveness of the outstanding loan principal and accrued interest under the CARES Act. On September 9, 2021, the Company received a Notification of Paycheck Protection Program Forgiveness Payment letter from the SBA confirming that the full amount of the principal, \$121,700, and accrued interest, \$1,653, were forgiven by the SBA. The Company recognized the forgiveness of debt as an Other Income.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9 (RESTATED) - DEFERRED R&D OBLIGATIONS - PARTICIPATION AGREEMENTS

The Company entered into twenty-one (21) License Co-Development Participation Agreements (the “Participation Agreements”) with certain investors (“Participants”) for aggregate proceeds of \$2,985,000. The Participation Agreements provide for the issuance of warrants to such Participants and allows the Participants to participate in the fees (the “Fees”) from licensing or selling bioactive ingredients or molecules derived from ZIVO’s algae cultures. Specifically, ZIVO has agreed to provide to the Participants a 44.78% “Revenue Share” of all license fees generated by ZIVO from any licensee (See the Table below).

According to the terms of the Agreements, and pursuant to ASC 730-20-25 the Company has bifurcated the proceeds of \$2,985,000 as follows: 1) the 106,315 warrants sold were attributed a value of \$953,897 based on the Black Scholes pricing model using the following assumptions: volatilities ranging from 139.55% to 154.26%; annual rate of dividends 0%; discount rates ranging from 0.26% to 0.45%, and recorded as Additional Paid In Capital; 2) the remaining \$2,031,103 was recorded as Deferred R&D Obligation – Participation Agreements. Since the Company believes there is an obligation to perform pursuant to ASC 730-20-25, the Deferred R&D Obligation will be amortized ratably based on expenses incurred as the Company develops the technology for bioactive ingredients or molecules (including its TLR4 Inhibitor molecule) derived from the Company’s algae cultures. In the nine months ended September 30, 2021, the Company recognized \$350,099 as a contra R&D expense related to personnel and third-party expenses to develop the subject technology.

The Participation Agreements allow the Company the option to buy back the right, title and interest in the Revenue Share for an amount equal to the amount funded plus a forty percent (40%) premium, if the option is exercised less than 18 months following execution, and for either forty (40%) or fifty percent (50%) if the option is exercised more than 18 months following execution. Pursuant to the terms of twelve of the Participation Agreements, the Company may not exercise its option until it has paid the Participants a revenue share equal to a minimum of thirty percent (30%) of the amount such Participant’s total payment amount. Pursuant to the terms of one of the Participation Agreements, the Company may not exercise its option until it has paid the Participant a revenue share equal to a minimum of one hundred forty percent (140%) of such Participant’s total payment amount. Five of the Participation Agreements have no minimum threshold payment. Once this minimum threshold is met, the Company may exercise its option by delivering written notice to a Participant of its intent to exercise the option, along with repayment terms of the amount funded, which may be paid, in the Company’s sole discretion, in one lump sum or in four (4) equal quarterly payments. If the Company does not make such quarterly payments timely for any quarter, then the Company shall pay the prorated Revenue Share amount, retroactive on the entire remaining balance owed, that would have been earned during such quarter until the default payments have been made and the payment schedule is no longer in default. See below a summary of the Participation Agreements:

CoLicensing #	Date of Funding	Amount Funded	Warrants	Term	Exercise Price	Revenue Share	Minimum Payment Threshold	Buyback Premium % 0-18 Mo	Buyback Premium % > 18 Mo
1	Apr 13, 2020	\$ 100,000	3,750	5 Years	9.60	1.500%	\$ -	40%	40%
2	Apr 13, 2020	150,000	5,625	5 Years	9.60	2.250%	-	40%	40%
3	Apr 13, 2020	150,000	5,625	5 Years	9.60	2.250%	-	40%	40%
4	May 07, 2020	250,000	9,375	5 Years	9.60	3.750%	-	40%	40%
5	Jun 01, 2020	275,000	10,313	5 Years	8.80	4.125%	82,500	40%	50%
6	Jun 03, 2020	225,000	8,438	5 Years	8.80	3.375%	67,500	40%	50%
7	Jul 08, 2020	100,000	3,750	5 Years	9.60	1.500%	30,000	40%	50%
8	Aug 24, 2020	125,000	4,688	5 Years	9.60	1.875%	37,500	40%	50%
9	Sep 14, 2020	150,000	5,625	5 Years	9.60	2.250%	45,000	40%	50%
10	Sep 15, 2020	50,000	1,875	5 Years	9.60	0.750%	15,000	40%	50%
11	Sep 15, 2020	50,000	1,875	5 Years	9.60	0.750%	15,000	40%	50%
12	Sep 25, 2020	300,000	5,625	5 Years	9.60	4.500%	420,000	40%	50%
13	Oct 08, 2020	500,000	18,750	5 Years	9.60	7.500%	150,000	40%	40%
14	Oct 04, 2020	100,000	3,750	5 Years	9.60	1.500%	40,000	40%	50%
15	Oct 04, 2020	250,000	9,375	5 Years	9.60	3.750%	-	40%	40%
16	Oct 09, 2020	50,000	1,875	5 Years	9.60	0.750%	15,000	40%	40%
17	Dec 16, 2020	10,000	375	5 Years	9.60	0.150%	17,000	40%	50%
18	Jan 22, 2021	40,000	1,500	5 Years	11.20	0.600%	12,000	40%	50%
19	Jan 25, 2021	40,000	1,500	5 Years	11.20	0.600%	12,000	40%	50%
20	Jan 27, 2021	25,000	938	5 Years	11.20	0.375%	12,000	40%	50%
21	May 14, 2021	45,000	1,688	5 Years	10.40	0.675%	13,500	40%	50%
Total		\$ 2,985,000	106,315			44.775%	\$ 984,000		

Certain of the Participation Agreements are owned by related parties. Participation Agreements numbers 8, 14, and 19 totaling \$265,000 are owned by HEP Investments, Participation Agreement 21 in the amount of \$45,000 is owned by MKY MTS LLC an entity controlled by the owners of HEP Investments, and Participation Agreement 13 in the amount of \$500,000 is owned by an investment company owned by a significant shareholder Mark Strome (“Strome”).

NOTE 10 - STOCKHOLDERS' EQUITY (DEFICIT)

Board of Directors fees

On September 30, 2020, the board of directors granted to three of its directors warrants to purchase 6,250 shares of common stock and the Chairman of the Board warrants to purchase 125,000 shares of common stock at an exercise price of \$8.00 per share. The warrants have a term of five years and vest immediately. The warrants were valued at \$1,248,616 using the Black Scholes pricing model relying on the following assumptions: volatility 144.93%; annual rate of dividends 0%; discount rate 0.28%. In addition, each director is entitled to receive \$10,000 for each annual term served.

The Company recorded aggregate directors' fees of \$38,897 and \$1,272,866 during the nine months ended September 30, 2021, and 2020, respectively, representing common stock warrants and cash fees paid or accrued.

Recapitalization - Reverse Stock Split

On November 11, 2020, ZIVO's stockholders approved a reverse stock split of its common stock within the range of 1-for-25 to 1-for-120 of our authorized, issued, and outstanding shares of common stock. The Board was given discretion to determine the final ratio, effective date, and date of filing of the certificate of amendment to our articles of incorporation, as amended, in connection with the reverse stock split.

On May 27, 2021, the Company filed a certificate of amendment to its articles of incorporation with the Secretary of State of the State of Nevada (the "Certificate of Amendment") to (i) effectuate a reverse stock split (the "Reverse Stock Split") of its issued and outstanding shares of common stock and treasury shares on a 1-for-80 basis and (ii) decrease the number of total authorized shares of Common Stock of the Company from 1,200,000,000 to 150,000,000 shares. The Certificate of Amendment became effective at 12:01 a.m. (Eastern Time) on May 28, 2021 (the "Effective Time").

As of the Effective Time, every 80 shares of issued and outstanding Common Stock were converted into one share of Common Stock. No fractional shares were issued in connection with the Reverse Stock Split. Instead, a holder of record of old Common Stock as of immediately prior to the Effective Time who would otherwise have been entitled to a fraction of a share was entitled to receive cash in lieu thereof.

The Company's transfer agent, Issuer Direct Corporation acted as the exchange agent for the Reverse Stock Split. The Reverse Stock Split did not alter the par value of the Company's common stock or modify any voting rights or other terms of the Common Stock. In addition, pursuant to their terms, a proportionate adjustment was made to the per share exercise price and number of shares issuable under all of the Company's outstanding stock options and warrants to purchase shares of Common Stock, and the number of shares authorized and reserved for issuance pursuant to the Company's equity incentive plan will be reduced proportionately.

All issued and outstanding common stock and per share amounts contained in the financial statements have been retroactively adjusted to reflect this Reverse Stock Split for all periods presented. In addition, a proportionate adjustment was made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of common stock. A proportionate adjustment was also made to the number of shares reserved for issuance pursuant to the Company's equity incentive compensation plans to reflect the Reverse Stock Split.

Stock Issuances

During the nine months ended September 30, 2021, the Company issued 139,664 shares for proceeds of \$1,514,970, to private investors. In addition, during this same period, a related party purchased 4,464 shares of the Company's common stock at \$1.20 per share for proceeds of \$50,000. The Company, on June 15, 2021, issued 5,000 shares of restricted common stock to CorProminence, LLC (d/b/a COREir) for services in accordance with the consulting agreement between COREir and the Company (See Note 11 – Commitment and Contingencies). The shares were value at the market price on June 15, 2021, \$4.48 per share for a total expense of \$22,400.

On June 2, 2021, the Company completed its planned public offering of common stock shares and common stock warrants. The Company issued 2,760,000 units (each unit consisting of one share of the Company's common stock and one 5 year warrant ("registered warrant") to purchase one share of common stock for \$5.50 per share) for gross proceeds of \$13,800,000, and net proceeds of \$12,177,362 after related underwriting and other costs of \$1,622,638.

On July 1, 2021, the underwriters of the June 2, 2021, Offering exercised their overallotment option and purchased an additional 150,000 shares of the Company's stock at \$4.99 per share for gross proceeds of \$748,500, and net proceeds of \$673,309 after related underwriting and other costs of \$75,191.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - STOCKHOLDERS' EQUITY (DEFICIT) (continued)

During the nine months ended September 30, 2020, the Company issued 1,953 shares at \$12.80 per share for proceeds of \$25,000, to private investors.

Stock Warrants Exercised

During the nine months ended September 30, 2021, warrants to purchase 139,100 shares of the Company's common stock were exercised on a "cashless" basis resulting in the issuance of 54,361 shares of common stock.

In September 2021, two groups of the Company's public traded warrants were exercised resulting the Company issuing 198,503 shares of common stock. The exercise price of the warrants was \$5.50 per share, resulting in gross cash proceeds to the Company of \$1,091,767.

During the nine months ended September 30, 2020, HEP Investments, a principal shareholder and related party, assigned warrants to purchase 53,125 shares of the Company's Common Stock to third party investors. These warrants were exercised at \$8.00 per share resulting in proceeds of \$425,000. Due to the nature of this transaction, the Company considered the warrants to be contributed capital from a majority shareholder and recorded equity related finance charges. The warrants were valued at \$495,501 using the Black Scholes pricing model relying on the following assumptions: volatilities ranging from 128.20% to 142.46%; annual rate of dividends 0%; discount rates ranging from 0.41% to 1.65%.

During the nine months ended September 30, 2020, warrants to purchase 70,000 shares of the Company's Common Stock were exercised on a "cashless" basis resulting in the issuance of 28,550 shares of common stock.

In addition, the Company issued 79,813 shares of the Company's Common Stock for proceeds of \$600,400 from the exercise of warrants.

Sale of Common Stock Warrants

During the nine months ending September 30, 2021, and in connection with the License Co-Development Participation Agreements ("Participation Agreements") (see Note 9), the Company sold warrants to purchase 5,624 shares of common stock for \$55,697. The warrants were valued based on the Black Scholes pricing model relying on the following assumptions: volatility 129.13% to 140.20%; annual rate of dividends 0%; discount rate 0.41% to 0.87%.

On June 2, 2021, the Company completed its planned public offering of common stock shares and common stock warrants. As part of the transaction, the Company sold 414,000 warrants ("registered warrants") to purchase up to an aggregate 414,000 shares of common stock at \$5.50 per share with a life of 5 years from the date of purchase, from the overallotment option that was exercised by the underwriter for \$4,140. Additionally, the underwriters exercised their options to purchase 8% of the number of common shares in the offering or warrants for 220,800 common shares, for an aggregate price to the Company of \$100 ("Representative Warrants").

During the nine months ending September 30, 2020, in connection with the License Co-Development Participation Agreements ("Participation Agreements") (see Note 9), the Company sold warrants to purchase 66,563 shares of common stock for \$540,092. The warrants were valued based on the Black Scholes pricing model relying on the following assumptions: volatility 145.06% to 154.26%; annual rate of dividends 0%; discount rate 0.26% to 0.44%.

2019 Omnibus Long-Term Incentive Plan

Prior to the adoption of the 2021 Equity Incentive Plan, the Company maintained a 2019 Omnibus Long-Term Incentive Plan (the "2019 Incentive Plan") for the purpose of enhancing the Registrant's ability to attract and retain highly qualified directors, officers, key employees and other persons and to motivate such persons to improve the business results and earnings of the Company by providing an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company. Following the approval by the shareholders of the 2021 Equity Incentive Plan (see Note 13 – SUBSEQUENT EVENTS: 2021 Equity Incentive Plan), no additional awards have been or will be made under the 2019 Incentive Plan. The 2019 Incentive Plan is administered by the compensation committee of the Board who will, amongst other duties, has full power and authority to take all actions and to make all determinations required or provided for under the 2019 Incentive Plan. As of September 30, 2021, 781,250 Options had been issued under the 2019 Incentive Plan with terms between 5 years and 10 years.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - STOCKHOLDERS' EQUITY (DEFICIT) (continued)

Common Stock Options

A summary of the status of the Company's Options related to the 2019 Incentive Plan is presented below:

	September 30, 2021		December 31, 2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	606,250	\$ 9.67	362,500	\$ 8.11
Issued	175,000	11.22	243,750	11.98
Outstanding, end of period	781,250	\$ 10.02	606,250	\$ 9.67

Options outstanding and exercisable by price range as of September 30, 2021, were as follows:

Outstanding Options			Exercisable Options		
Range of Exercise Price	Number	Average Weighted Remaining Contractual Life in Years	Range of Exercise Price	Number	Weighted Average Exercise Price
\$ 8.00-8.99	375,000	7.85	\$ 8.00-8.99	370,313	\$ 8.04
9.00-9.99	25,000	3.88	9.00-9.99	25,000	9.60
11.00-11.99	187,500	9.19	11.00-11.99	78,125	11.25
12.00-12.99	193,750	4.04	12.00-12.99	150,000	12.67
	781,250	7.10		623,438	\$ 9.35

Common Stock Warrants - Unregistered

A summary of the status of the Company's unregistered warrants is presented below:

	September 30, 2021		December 31, 2020	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of year	2,502,291	\$ 7.67	2,427,634	\$ 7.43
Issued	226,426	5.64	287,564	9.34
Exercised	(139,099)	6.41	(179,564)	7.26
Cancelled	-	-	-	-
Expired	(23,980)	5.82	(33,343)	7.08
Outstanding, end of period	2,565,638	\$ 7.57	2,502,291	\$ 7.67

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - STOCKHOLDERS' EQUITY (DEFICIT) (continued)

Unregistered warrants outstanding and exercisable by price range as of September 30, 2021, were as follows:

Outstanding Warrants			Exercisable Warrants		
Exercise Price	Number	Average Weighted Remaining Contractual Life in Years	Exercise Price	Number	Weighted Average Exercise Price
\$ 4.00-4.99	200,625	0.84	\$ 4.00-4.99	200,625	\$ 4.80
5.00-5.99	252,050	4.21	5.00-5.99	252,050	5.51
6.00-6.99	241,716	2.80	6.00-6.99	241,716	6.40
7.00-7.99	1,250	0.83	7.00-7.99	1,250	7.20
8.00-8.99	1,595,558	1.66	8.00-8.99	1,595,558	8.02
9.00-9.99	231,938	3.94	9.00-9.99	231,938	9.60
10.00-10.99	1,688	4.62	10.00-10.99	1,688	10.40
11.00-11.99	35,813	2.25	11.00-11.99	35,813	11.20
14.00-14.99	5,000	3.24	14.00-14.99	5,000	14.40
	<u>2,565,638</u>	<u>2.17</u>		<u>2,565,638</u>	<u>\$ 7.57</u>

Common Stock Warrants - Registered

A summary of the status of the Company's registered warrants is presented below:

	September 30, 2021		December 31, 2020	
	Number of Registered Warrants	Weighted Average Exercise Price	Number of Registered Warrants	Weighted Average Exercise Price
Outstanding, beginning of year	-	\$ -	-	\$ -
Issued	3,174,000	5.50	-	-
Exercised	(198,503)	5.50	-	-
Cancelled	-	-	-	-
Expired	-	-	-	-
Outstanding, end of period	<u>2,975,497</u>	<u>\$ 5.50</u>	<u>-</u>	<u>\$ -</u>

Registered warrants outstanding and exercisable by price range as of September 30, 2021, were as follows:

Outstanding Registered Warrants			Exercisable Registered Warrants		
Exercise Price	Number	Average Weighted Remaining Contractual Life in Years	Exercise Price	Number	Weighted Average Exercise Price
\$ 5.50	2,975,497	4.64	\$ 5.50	2,975,497	5.50
	<u>2,975,497</u>	<u>4.64</u>		<u>2,975,497</u>	<u>\$ 5.50</u>

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 - COMMITMENTS AND CONTINGENCIES

COVID-19

In March 2020, the World Health Organization declared the outbreak of a disease caused by a novel strain of the coronavirus (COVID-19) to be a pandemic. Global pandemics and other natural disasters or geopolitical actions, including related to the COVID-19 pandemic, could affect the Company's ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations. Prior to the COVID-19 pandemic, the expectation was that there would be forward movement with the production of our algal biomass, validation, and purification. However, these were temporarily suspended and/or delayed, and many continue in diminished capacity.

Employment Agreements

We currently have compensation agreements with our President / Chief Executive Officer, one with our present Chief Financial Officer, and a separation agreement with our former Chief Financial Officer.

Mr. Dahl's Employment Agreement:

The Company's Chief Executive Officer, Andrew Dahl, is serving as Chief Executive Officer under the terms of an amended and restated employment agreement dated November 15, 2019 ("Dahl Agreement") that superseded all prior employment agreements and understandings. Under the terms of the Dahl Agreement, Mr. Dahl's agreement provides for a term of three years, with successive automatic renewals for one-year terms, unless either party terminates the Dahl Agreement on at least 60 days' notice prior to the expiration of the then current term of Mr. Dahl's employment. Mr. Dahl has received an annual base salary, commencing on June 1, 2019, of \$440,000 ("Dahl Base Salary"), of which \$7,500 per month has been deferred until either of the following events occur: (i) within five (5) years after the effective date, the Company enters into a term sheet to receive at least \$25,000,000 in equity or other form of investment or debt on terms satisfactory to the board of directors of the Company including funding at closing on such terms of at least \$10 million; or (ii) within 12 months after the effective date that the Company receives revenue of at least \$10 million. The Dahl Base Salary is subject to annual review and increase (but not decrease) by the Board during the employment term with minimum annual increases of 4% over the previous year's Dahl Base Salary.

Mr. Dahl is entitled to a Revenue Bonus (as defined in the Dahl Agreement) equal to 2% of the Company's revenue contribution in accordance with a formula as detailed in the Dahl Agreement.

Mr. Dahl was awarded a non-qualified option to purchase 350,000 shares of the Company's common stock at a price of \$8.00 per share upon signing the Dahl Agreement. Mr. Dahl will be entitled to non-qualified performance-based options having an exercise price equal to the greater of \$8.00 per share and the Fair Market Value (as defined in the 2019 Incentive Plan), upon the attainment of specified milestones as follows: (i) non-qualified option to purchase 12,500 common shares upon identification of bioactive agents in the Company product and filing of a patent with respect thereto; (ii) non-qualified option to purchase 18,750 common shares upon entering into a contract under which the Company receives at least \$500,000 in cash payments; (iii) non-qualified option to purchase 18,750 common shares upon the Company entering into a co-development agreement with a research company to develop medicinal or pharmaceutical applications (where the partner provides at least \$2,000,000 in cash or in-kind outlays); (iv) non-qualified option to purchase 18,750 common shares upon the Company entering into a co-development agreement for nutraceutical or dietary supplement applications (where the partner provides at least \$2,000,000 in cash or in-kind outlays); and (v) non-qualified option to purchase 18,750 common shares upon the Company entering into a pharmaceutical development agreement. Note that item (i) was achieved in 2019 and the Company awarded a non-qualified option to purchase 12,500 common shares of the Company's common stock at a price of \$11.20 per share.

As it relates to Wellmetris, if and when at least \$2 million in equity capital is raised from a third party and invested in Wellmetris in an arms-length transaction, Mr. Dahl shall be granted a warrant to purchase an equity interest in Wellmetris that is equal to the equity interest in Wellmetris owned by the Company at the time of the first tranche of any such capital raise (the "Wellmetris Warrant"). The Wellmetris Warrant shall be fully vested as of the date it is granted and shall expire on the 10th anniversary of the grant date. Once granted, the Wellmetris Warrant may be exercised from time to time in whole or in part, with Mr. Dahl retaining any unexercised portion. The exercise price for the Wellmetris Warrant shall be equal to the fair market value of the interest in Wellmetris implied by the pricing of the first tranche of any such capital raise.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 - COMMITMENTS AND CONTINGENCIES (continued)

Mr. Dahl's Employment Agreement: (continued)

The Dahl Agreement provides that if a Change of Control (as defined in the Dahl Agreement) occurs and Mr. Dahl's employment is terminated without Cause (as defined in the Dahl Agreement) or Mr. Dahl resigns for Good Cause (as defined in the Dahl Agreement) during the 24-month period following the Change of Control or during the sixty (60) days immediately preceding the date of a Change of Control, 100% of Mr. Dahl's unvested options will be fully vested. The Dahl Agreement also provides for severance payments of, amongst other things, 300% of the Dahl Base Salary and 2x the amount of the Revenue Bonus in such event.

Mr. Marchiando's Employment Agreement:

On January 1, 2021, the Company entered into an employment letter with Mr. Marchiando ("Marchiando Agreement"). Under the terms of the Marchiando Agreement, Mr. Marchiando will serve as Chief Financial Officer of the Company for one year, with successive automatic renewals for one-year terms, unless either party terminates the Marchiando Agreement on at least sixty days' notice prior to the expiration of the then current term of the Marchiando Agreement. Mr. Marchiando will receive an annual base salary, commencing on January 1, 2021, of \$280,000 ("Marchiando Base Salary"). The Marchiando Base Salary shall increase to \$300,000 if within one (1) year after the effective date, the Company enters into a term sheet and receives the related financing to receive at least \$10,000,000 in equity or other form of investment or debt ("Third Party Financing") on terms satisfactory to the board of directors of the Company. On January 1, 2021, Mr. Marchiando received a stock option award issued pursuant to the Company's 2019 Omnibus Long-Term Incentive Plan to purchase 162,500 shares of the Company's common stock, with an exercise price of \$11.20 per share. Vesting of these options shall be as follows: 37,500 shares vested immediately upon grant of the option award, and 15,625 shares will vest on each 6-month anniversary of January 1, 2021. Mr. Marchiando shall also receive \$25,000 upon the closing, prior to December 31, 2021, of a Third Party Financing that raises at least \$0,000,000. If, upon the closing prior to December 31, 2021 of a Third Party Financing that raises over \$13,000,000 for the Company, Mr. Marchiando shall receive a maximum bonus of \$50,000, as long as Mr. Marchiando is employed at the time of closing. On June 15, 2021, the Company paid Mr. Marchiando \$50,000 in accordance with the Marchiando Agreement and the closing of the June 2021 Offering that raised gross funds to the Company of roughly \$13,800,000.

If Mr. Marchiando's employment is terminated by the Company due to death or Disability, or without Cause, or if Mr. Marchiando resigns for Good Reason (each as defined in the Marchiando Agreement) or if either party does not renew the employment term, Mr. Marchiando will be entitled to receive the following severance benefits: a continuation of the Marchiando Base Salary for one year, payment of an amount equal to Mr. Marchiando's target bonus in the year of termination and a fully-vested, nonqualified stock option to purchase 12,500 shares of common stock. Additionally, all outstanding and contingent nonqualified options owned directly or beneficially by Mr. Marchiando shall be converted immediately into vested options, with terms as specified in the applicable award agreement.

The Marchiando Agreement provides that if a Change of Control (as defined in the Marchiando Agreement) occurs and Mr. Marchiando resigns for Good Reason (as defined in the Marchiando Agreement) or Mr. Marchiando's employment is terminated without Cause (as defined in the Marchiando Agreement) during the 24-month period following the Change of Control or during the sixty (60) days immediately preceding the date of a Change of Control, 100% of Mr. Marchiando's unvested options will be fully vested and the restrictions on his restricted shares will lapse. The Marchiando Agreement also provides for severance payments of, amongst other things, a lump sum payment of 200% of the Marchiando Base Salary, 200% of Mr. Marchiando's Performance Bonus (as defined in the Marchiando Agreement) earned in the last 12 months preceding the Change of Control and payment of 24 months of the Marchiando Base Salary in such event.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 - COMMITMENTS AND CONTINGENCIES (continued)

Mr. Rice's Employment Arrangement:

On March 4, 2020, the Company entered into an employment letter with Philip Rice, former Chief Financial Officer of the Company ("Rice Agreement") that superseded all prior employment understandings and agreements. Under the terms of the Rice Agreement, Mr. Rice will serve as Chief Financial Officer of the Company for one year, with successive automatic renewals for one-year terms, unless either party terminates the Rice Agreement on at least sixty days' notice prior to the expiration of the then current term of the Rice Agreement. Mr. Rice will receive an annual base salary, commencing on January 1, 2020, of \$280,000 ("Rice Base Salary"). The Rice Base Salary shall increase to \$300,000, when the following event occurs: within one (1) year after the effective date, the Company enters into a term sheet and receives the related financing to receive at least \$15,000,000 in equity or other form of investment or debt ("Third Party Financing") on terms satisfactory to the board of directors of the Company. On the date the Rice Agreement was executed, Mr. Rice received a \$25,000 retention bonus, and a fully-vested nonqualified stock option to purchase 25,000 shares of the Company's common stock at a price of \$12.00 per share (these options were valued at \$297,248 using the Black Scholes pricing model relying on the following assumptions: volatility 163.68%; annual rate of dividends 0%; discount rate 1.02%).

On January 7, 2021, the Company and Rice entered into a written agreement concerning Rice's departure from the Company (the "Separation Agreement"). Pursuant to the Separation Agreement, Mr. Rice resigned from his position as Chief Financial Officer of the Company effective on January 1, 2021, and following a transition period, agreed to resign from all positions as an officer or employee of the Company effective as of January 31, 2021 (the "Separation Date"). The Separation Agreement provides that Mr. Rice will receive certain benefits that he is entitled to receive under his employment agreement dated March 4, 2020. Accordingly, under the Separation Agreement, subject to non-revocation of a general release and waiver of claims in favor of the Company, the Company has agreed to pay Mr. Rice his base salary of \$280,000 for one year and three weeks, beginning on the Separation Date, and grant him an option to purchase 12,500 shares of common stock. Pursuant to the Rice Agreement and the Separation Agreement, the Company paid to Mr. Rice on June 15, 2021, a \$50,000 bonus that was tied to the successful June 2021 Offering.

Corporate Advisory Agreement

Effective July 9, 2019, the Company entered into an agreement with an Investment Opportunity Provider (IOP). The IOP has been engaged as an exclusive financial advisor in connection with the proposed securities offering and sale of up to \$35 million of the Company's common stock. The Company has agreed to pay the IOP, upon the acceptance of a successful financing transaction, a fee of 1% of the aggregate value of the transaction and a warrant to purchase up to 75,000 shares of common stock at an exercise price of \$8.00 for a term of five years. As of September 30, 2021, in connection with this agreement, no successful financing transactions have taken place and no warrants have been issued.

Financial Consulting Agreement – May 2020

On May 4, 2020, the Company entered into a Financial Consulting and Corporate Advisory Agreement ("FCCA Agreement"). The FCCA Agreement calls for a non-refundable initial fee of \$25,000 and two additional monthly fees of \$15,000 per month. To the extent a transaction (defined as the sale of equity securities, hybrid debt and equity securities or the entering into any fund capital, joint venture, buy out, or similar transactions) is entered into, then the Company will pay an 8% fee based on the value of the transaction. A 50% credit of the initial fee and monthly fees will be credited against the 8% fee. This Agreement can be cancelled at any time by either party, however, there is a 24-month period where the 8% transaction will be payable based on identified transaction participants. This FCCA Agreement was cancelled in July 2020.

Financial Consulting Agreement – July 2020

On July 16, 2020, the Company entered into an Advisory Agreement ("FC Agreement"). The FC Agreement calls for monthly fees of \$10,000 per month. The FC Agreement is on a month-to-month renewal basis. Upon each renewal (starting with the second month), the Company shall issue a warrant to purchase 1,875 shares of common stock at an exercise price of \$9.60 for a term of five years. The Company issued warrants to purchase 5,625 shares of common stock at an exercise price of \$9.60 for a term of five years valued at \$51,278 using the Black Scholes pricing model relying on the following assumptions: volatility 144.93% to 145.50%; annual rate of dividends 0%; discount rate 0.29% to 0.32% The Company terminated the FC Agreement in October 2020.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 - COMMITMENTS AND CONTINGENCIES (continued)

Supply Chain Consulting Agreement

On February 27, 2019, the Company entered into a Supply Chain Consulting Agreement with a consultant (“Consultant”) (see Note 12 – Stockholders’ Deficiency). In May 2019, the Company issued a warrant to purchase 62,500 shares of common stock at an exercise price of \$8.00 for a term of five years to the Consultant. The warrants were valued at \$529,023 using the Black Scholes pricing model relying on the following assumptions: volatility 181.49%; annual rate of dividends 0%; discount rate 2.34%. In October 2019, 25,000 of those warrants were returned to the Company resulting in a reduction in the value of \$11,609. On September 14, 2019, the parties entered into a First Amendment to the Supply Chain Consulting Agreement (“Supply Consulting Agreement Amendment”). The Supply Consulting Agreement Amendment provides that the Consultant will identify and help negotiate the terms of potential joint ventures involving algae production development projects or related transactions or business combinations (“Development Project”). The Supply Consulting Agreement provides for exclusivity in Southeast Asia; Oceania; Indian subcontinent; and Africa; with regions in the Middle East by mutual agreement. The closing of a Development Project (as acceptable to the Company) is defined as the date that the Company is able, financially and otherwise, to proceed with engineering and construction of algae production facilities, processing or warehousing facilities and supply chain development, or related business combinations rendering an equivalent outcome (in the reasonable determination of the Company), for the production, processing, transport, compliance, marketing and resale of its proprietary algae biomass. Upon the closing of a Development Project, the Company will pay cash fees of \$300,000 to Consultant, pay an on-going monthly fee of \$50,000 for 24 months and issue to Consultant a cashless warrant with a five-year term to purchase two hundred thirty-seven thousand and five hundred (237,500) shares of the Company’s common stock at an exercise price of \$8.00 per share. On November 24, 2020, the parties entered into a Second Amendment to the Supply Chain Consulting Agreement whereby the issuance to Consultant a cashless warrant with a five-year term to purchase two hundred thirty-seven thousand five hundred (237,500) shares of the Company’s common stock was reduced to one hundred sixty-two thousand five hundred (162,500) shares of the Company’s common stock, and a cashless warrant with a five-year term to purchase thirty-seven thousand five hundred (37,500) shares of the Company’s common stock was issued to a member of the Consultant. The warrants were valued at \$386,348 using the Black Scholes pricing model relying on the following assumptions: volatility 148.83%; annual rate of dividends 0%; discount rate 0.39%. As of September 30, 2021, the Development Project has not closed, and the warrants have not yet been issued.

The Board of Directors has also authorized the Company to issue to Consultant a cashless warrant with a five-year term to purchase 12,500 shares of the Company’s common stock at an exercise price of \$8.00 per share at its discretion. As of September 30, 2021, such warrant has not been issued.

On March 1, 2021, the Company and the aforementioned “member of the Consultant” signed an amendment to the original consulting agreement. The member of the Consultant agreed to take on additional responsibilities related to the non-North America expansion of the Company biomass production network. Upon the successful formation, licensing and start of operations, the member of the Consultant will be granted warrants to purchase 40,625 shares of the Company’s common stock at the prevailing market price at that time. In addition, a monthly cash payment of \$12,500 is included in the consulting agreement. (see Note 13 – SUBSEQUENT EVENTS: Supply Chain Consulting Agreement)

Marketing / Public Relations

On December 27, 2019, the Company entered into a Marketing / Public Relations Agreement (“MPR Agreement”) with a consultant (“MPR Consultant”). The MPR Agreement provides that the MPR Consultant will assist the Company in identifying and assist in the negotiation of potential licensing, product sales, joint ventures and venture financing of projects outside of the United States and provide advice for the Company’s long-term business strategy and commercial relationships. The MPR Agreement calls for the issuance of warrants to purchase up to 62,500 shares of the Company’s common stock at an exercise price based on the closing market price on the day of issuance, with a five-year term. For commercial transactions whose value is determined and agreed to by both parties exceeding \$1,000,000 (“Qualifying Transaction”), the Company shall issue to MPR Consultant a warrant to purchase common stock in the amount of 6,250 shares. For each successive Qualifying Transaction of at least \$1,000,000, the MPR Consultant shall be issued 3,750 shares up to a maximum cumulative award of 62,500 shares in warrant form in total.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 - COMMITMENTS AND CONTINGENCIES (continued)

Marketing / Public Relations (continued)

Further, the Company will pay a 4% commission on the revenue received on the sale of Company algal product to one or more entities identified and cultivated by the MPR Consultant, and on the revenue received from licensing the Company's intellectual property to such entities identified and cultivated by the MPR Consultant, for a period of three (3) years from the effective date of a qualifying transaction. The Agreement also calls for a \$5,000 payment upon signing and monthly payments of \$5,000 once a Qualifying Transaction, the sale of an algal product or revenue from a licensing transaction occurs. As of September 30, 2021, a commercial transaction has not closed, and the warrants have not yet been issued and no commissions have been paid.

On June 11, 2021 the MPR Consultant and the Company signed a termination letter for the MPR Agreement. The Company agreed to pay the MPR Consultant \$3,000 and business expenses of roughly \$10,000 to terminate the MPR Agreement in full satisfaction of services performed through the termination date.

Investor / Public Relations

On February 15, 2021, the Company signed a consulting agreement with CorProminence, LLC (dba COREir) to provide us with investor relations and public relations services. The COREir agreement includes a provision to issue to COREir on the four (4) month anniversary of the Effective Date, or as soon thereafter as is practically possible, 10,000 authorized restricted shares of common stock (the "Shares") of the Company, of which 5,000 shares shall vest immediately upon receipt, 2,500 shall vest on the eight (8) month anniversary of the contract Effective Date and 2,500 shares shall vest on the twelve (12) month anniversary of the effective date of the COREir agreement. In addition, the agreement requires the Company to pay COREir \$15,000 per month, plus out of pocket expenses, for their consulting services. (see Note 13 – SUBSEQUENT EVENTS: Investor / Public Relations)

Legal Contingencies

We may become a party to litigation in the normal course of business. In the opinion of management, there are no legal matters involving us that would have a material adverse effect upon our financial condition, results of operation or cash flows.

NOTE 12 - RELATED PARTY TRANSACTIONS

Loan Payable – Related Party

See Note 6 – Loan Payable – Related Parties for disclosure of loans payable to related Parties.

Employment Agreement

See Note 11 – Commitments and Contingencies for disclosure of the employment agreements with the Chief Executive Officer and Chief Financial Officer.

Building Lease

The Company rents its office space in Keego Harbor, Michigan from M&M Keego Center LLC. This entity is controlled by an immediate family member of a principal shareholder. The Company rents an appropriate amount of space on a month-to-month basis and is paying what management believes to be a market competitive rate for the property.

Stock Issuances

On June 2, 2021, the Company completed its planned public offering of common stock shares and common stock warrants. Two of the Company's board of directors participated in the offering; Chris Maggiore purchased 100,000 units, and Alison Cornell purchased 15,000 units. No other related parties participated in the offering.

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13 – SUBSEQUENT EVENTS

2021 Equity Incentive Plan

On October 12, 2021, after approval from the Stockholders at the Company’s Annual Stockholders Meeting, the Company entered into and adopted the 2021 Equity Incentive Plan (the “2021 Incentive Plan”) for the purpose of enhancing the Registrant’s ability to attract and retain highly qualified directors, officers, key employees and other persons and to motivate such persons to improve the business results and earnings of the Company by providing an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company. The 2021 Incentive Plan will be administered by the compensation committee of the Board who will, amongst other duties, have full power and authority to take all actions and to make all determinations required or provided for under the 2021 Incentive Plan. Pursuant to the 2021 Incentive Plan, the Company may grant options, share appreciation rights, restricted shares, restricted share units, unrestricted shares and dividend equivalent rights. The Plan has a duration of 10 years.

Subject to adjustment as described in the 2021 Incentive Plan, the aggregate number of common shares (“Shares”) available for issuance under the 2021 Incentive Plan is initially set at One Million (1,000,000) Shares; this number is automatically increased each January 1st by an amount equal to 5% of the number of common stock shares outstanding at that date. The exercise price of each Share subject to an Option (as defined in the 2021 Incentive Plan) shall be at least the Fair Market Value (as defined in the 2021 Incentive Plan) (except in the case of an incentive stock option granted to more than 10% shareholder of the Company, in which case the price should not be less than 110% of the Fair Market Value) on the date of the grant of a Share and shall have a term of no more than ten years. As of November 15, 2021, 969,644 Options have been issued (see Note 13 – SUBSEQUENT EVENTS: Common Stock Option Grants).

Certain existing grant commitments to several Company employees provide for the contingent issuance of an additional 150,000 options of the Company’s common stock at an exercise price of at least the Fair Market Value (as defined in the 2021 Incentive Plan) on the date of the grant of a Share and with a term of no more than ten years.

Non-Employee Director Compensation Policy

On October 12, 2021, the Company’s Board of Directors approved a new Non-Employee Director Compensation Policy. The policy calls for the non-employee board members to be compensated as follows.

Annual Cash Compensation

The annual cash compensation amount set forth below is payable to each member of the board of directors of the Company who is not also serving as an employee of or consultant to the Company or any of its subsidiaries (“Eligible Directors”) in equal quarterly installments, payable in arrears on the last day of each fiscal quarter in which the service occurred. If an Eligible Director joins or resigns from the Board or a committee of the Board at a time other than effective as of the first day of a fiscal quarter, each annual retainer set forth below will be pro-rated based on days served in the applicable fiscal year, with the pro-rated amount paid for the first fiscal quarter in which the Eligible Director provides the service, and for new Board members, regular full quarterly payments thereafter. Eligible Directors may elect to receive vested shares of the Company’s common stock in lieu of the following retainers on the date on which such retainers would otherwise have been paid in cash in accordance with the terms and conditions of the 2021 Incentive Plan.

- o Annual Board Service Retainer:
 - All Eligible Directors: \$40,000
 - Non-Executive Chair (in addition to above retainer): \$5,000

- o Annual Committee Member Service Retainer:
 - Member of the Audit Committee: \$4,000
 - Member of the Compensation Committee: \$4,000
 - Member of the Nominating and Governance Committee: \$4,000
 - Members of Committees acting as Committee Chair will receive an additional \$2,000 retainer.

Equity Compensation

The equity compensation set forth below will be granted under the 2021 Incentive Plan, subject to the approval of the Plan by the Company’s stockholders. All stock options granted under this policy will be nonstatutory stock options, with an exercise price per share equal to 100% of the Fair Market Value (as defined in the 2021 Incentive Plan) of the underlying common stock on the date of grant, and a term of ten years from the date of grant (subject to earlier termination in connection with a termination of service as provided in the 2021 Incentive Plan; provided that to the extent vested, such stock options shall remain exercisable for up to 12 months following such termination of service).

ZIVO BIOSCIENCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13 – SUBSEQUENT EVENTS (continued)

1. Annual Equity Award:

On the date of each annual stockholder meeting of the Company that occurs beginning with calendar year 2021, each Eligible Director who continues to serve as a non-employee member of the Board following such stockholder meeting will be automatically, and without further action by the Board or the Compensation Committee of the Board, granted a stock option to purchase shares of the Company's common stock with an approximate target value on the date of grant equal to \$50,000 (the "Annual Grant"). The shares subject to the Annual Grant will vest in four equal installments, the first three on the three-month, six-month and nine-month anniversary of the date of grant, and the fourth on the day prior to the subsequent annual stockholder meeting which will be the term of that service for that grant.

2. Initial Equity Award:

From and after the 2021 annual stockholder meeting, if an individual first becomes an Eligible Director other than on the date of an annual stockholder meeting of the Company, each such Eligible Director automatically, and without further action by the Board or Compensation Committee of the Board, if any, will be granted, on the date that he or she is first elected or appointed to the Board (or, if such date is not a market trading day, the first market trading day thereafter), an initial annual equity award with an aggregate target value equal to the pro rated target value of the Annual Grant to reflect a reduction for each month prior to the date of grant that has elapsed since the preceding annual stockholder meeting of the Company, calculated in the same manner as the Annual Grant.

Non-Employee Director Compensation Limit

Notwithstanding the foregoing, the aggregate value of all compensation granted or paid, as applicable, to any individual for service as a Eligible Director (as defined in the 2021 Incentive Plan) shall in no event exceed the limits set forth in the Plan or any limitations contained in any successor plan.

Common Stock Option Grants

Under the new Non-Employee Board Compensation Policy, on October 12, 2021, and the 2021 Incentive Plan the Board of Directors approved the grant of \$0,000 worth of stock options to each of the four non-employee directors. The options have an exercise price of \$4.48, the closing value on October 12, 2021, and term of 10 years. The number of optioned shares were determined based on Black Scholes pricing model relying on the following assumptions: volatility 142.54; annual rate of dividends 0%; discount rate 1.59%. Each of the non-employee directors, John Payne, Nola Masterson, Alison Cornell, and Christopher Maggiore received an option grant for 11,416 shares of common stock, or a total option grant of 45,664 shares of stock valued at \$200,000. In addition, Ms. Cornell was granted options for 7,660 shares to reflect her partial service on the Board of Directors for the prior term, from February 8, 2021 to October 12, 2021. The value of these options using the same Black Scholes pricing model assumptions is \$33,549.

On October 21, 2021, under the terms of the 2021 Incentive Plan, the Company's Compensation Committee of the Board of Directors granted options to the two named officers and three of the Company's Board Members. The granted options all have an exercise price of \$5.50 and have a 10-year term. The grantees and the number of underlying shares are: Andrew Dahl, 376,000; Keith Marchiando 288,000; John Payne, 192,000; Christopher Maggiore, 42,000; and Nola Masterson, 26,000. The total number of options granted is 924,000 and these options were valued at \$3,476,392 using the Black Scholes pricing model relying on the following assumptions: volatility 141.38%; annual rate of dividends 0%; discount rate 1.68%.

Supply Chain Consulting Agreement

On November 3, 2021, the Company and the "member of the Consultant" signed a second amendment to the original consulting agreement. The monthly cash payment was raised to \$15,000. All other terms of the original agreement as amended remained unchanged.

Investor / Public Relations

On October 15, 2021, the Company, per its consulting agreement with CorProminence, LLC (dba COREir), issued 2,500 shares of common stock to CorProminence, LLC. The shares were valued on October 15, 2021, at \$4.15 per share for a total expense in the aggregate of \$10,375. On October 31, 2021, the Company informed CorProminence LLC that it was immediately terminating the consulting agreement. Under the termination clause of the agreement, the Company may be liable for an additional 2,500 shares to be issued to CorProminence.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

This Management’s Discussion and Analysis of Financial Condition and Results of Operations has been amended and restated to give effect to the restatement of our financial statements as more fully described in the “Explanatory Note” and in Note 2 to the financial statements titled, “Restatement of Prior Financial Information” included in “Part I, Item 1: Financial Statements (Unaudited) (Restated)” of this Amendment. For further details regarding the restatement adjustments, see also “Part I, Item 4: Controls and Procedures (Restated)” and “Part II, Item 1A: Risk Factors (Restated)”.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this Amendment No. 1 are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve known and unknown risks, uncertainties and other factors which may cause our or our industry’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to statements regarding:

- our ability to raise the funds we need to continue our operations;
- our goal to generate revenues and become profitable;
- regulation of our product;
- market acceptance of our product and derivatives thereof;
- the results of current and future testing of our product;
- the anticipated performance and benefits of our product;
- the ability to generate licensing fees; and
- our financial condition or results of operations.

In some cases, you can identify forward-looking statements by terms such as “may”, “will”, “should”, “could”, “would”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “projects”, “predicts”, “potential” and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this report to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. We qualify all of our forward-looking statements by these cautionary statements.

Critical Accounting Policies

The accompanying discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent assets and liabilities. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We base our estimates and judgments on historical experience and all available information. However, future events are subject to change, and the best estimates and judgments routinely require adjustment. US GAAP requires us to make estimates and judgments in several areas, including those related to recording various accruals, income taxes, the useful lives of long-lived assets, such as property and equipment and intangible assets, and potential losses from contingencies and litigation. We believe the policies discussed above are the most critical to our financial statements because they are affected significantly by management’s judgments, assumptions and estimates.

Restatement

As discussed in the Explanatory Note to this Amendment No. 1 and Note 2 - Restatement of Previously Issued Financial Statements, included in the interim financial statements, the Company has restated certain information contained in its previously issued unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2021, related to errors in the accounting for the Participation Agreements. The Company determined that the Participation Agreements should be accounted for as a research and development agreements in accordance with ASC 730-20, *Research and Development – Research and Development Arrangements*. Previously, the Company accounted for the Participation Agreements under ASC 470-10, *Debt – Sales of Future Revenues*. ASC 730 directs the balance of funds to be considered a liability as an obligation to perform services. As such, this liability should be amortized ratably when research and development expenses associated with the Participation Agreements are incurred as an offset to research and development expenses. The Company’s Original Filing incorrectly identified the funds contributed to the Company per the Participation Agreements as Deferred Revenue – Participation Agreements and did not amortize the proceeds. The error resulted in an overstatement of the Company’s total current liabilities, total stockholders’ deficit, research and development expense, net loss, and basic and diluted net loss per share in the Original Filing. See Note 2 — Restatement of Previously Issued Financial Statements, for additional information. In addition, for further information regarding the matters leading to the Restatement and related findings with respect to the Company’s disclosure controls and procedures and internal control over financial reporting, refer to Item 4. Controls and Procedures in Part I of this Amendment No. 1.

Overview:

We are a research and development company operating in both the biotech and agtech sectors, with an intellectual property portfolio comprised of proprietary algal and bacterial strains, biologically active molecules and complexes, production techniques, cultivation techniques and patented or patent-pending inventions. We are creating novel drug candidates, food additives and functional ingredients designed to boost immune health in humans and animals.

Biotech – ZIVO Product Candidates

ZIVO has developed bioactive compounds derived from its proprietary algal culture, targeting human and animal diseases, such as poultry coccidiosis, bovine mastitis, human cholesterol, and rheumatoid arthritis. As part of its strategy, ZIVO will continue to seek strategic partners for late stage development, regulatory preparation and commercialization of its products in key global markets. ZIVO’s patent-pending immune modulator may create a new class of therapeutics or immune products for humans and animals.

Agtech – ZIVO’s Algal Biomass

ZIVO’s algal biomass is currently produced in Arizona, India and Peru. ZIVO’s algal biomass contains Vitamin A, protein, iron, important fatty acids, non-starch polysaccharides and other micronutrients that position the product as a viable functional food ingredient and nutritional enhancement for human and animal use. The Company currently has contracts with NutriQuest, Grekin Laboratories, and others for the sale of its algal biomass. ZIVO’s patented, proprietary algal bioproducts are aimed at rapidly growing global demand for plant-based immune & gut health. Sustainable, non-GMO functional food, feed and beverage ingredients represent novel advances in phylogenics and eubiotics.

ZIVO Pipeline

Biotech:

- **Poultry Gut Health:** ZIVO has conducted multiple poultry clinical trials to develop and refine a treatment for coccidiosis, a condition that inflames the digestive tracts of poultry, currently treated with various antibiotics, antimicrobials and chemicals.
- **Bovine Mastitis:** ZIVO is developing a treatment for bovine mastitis derived from its proprietary algal culture and the bioactive agents contained within.
- **Canine Joint Health:** Studies have indicated the potential of a chondroprotective property when our lead compound fraction was introduced into ex vivo canine joint tissues.
- **Human Immune Modulation:** Early human immune cell in vitro and in vivo studies have indicated that one of the isolated and characterized biologically active molecules in the Company's portfolio may serve as an immune modulator. ZIVO is conducting optimization of the immune modulating molecular complex for human and animal therapeutics and regulated immune products.

Agtech:

- **Human Food Ingredient:** ZIVO algal biomass was GRAS affirmed in late 2018 and is therefore available and suitable for human consumption as an ingredient in foods and beverages.
- **Joint/Exertion Recovery:** Previous animal studies involving ZIVO's algal biomass supported some early evidence that ZIVO's algal biomass may have potential health benefits in animals, but further testing and validation is required to make specific structure/function claims for human sports nutrition applications, if any, per regulatory requirements.
- **Poultry Feed:** ZIVO anticipates that following commercialization, dried ZIVO algal biomass would be mixed directly into poultry feed at an estimated ratio of 1kg to 1000kg at the feed mill and may be fed continuously from hatch to harvest, or at certain time periods in the grow cycle.
- **Aquaculture:** A third party aquafeed laboratory has indicated to ZIVO that early research yielded positive results regarding the suitability of ZIVO's algal biomass for the aquafeed market.
- **Skin Health:** ZIVO is developing its algal biomass as a skin health ingredient, with topical skin product testing started in the third quarter of 2020, and pre-clinical efficacy claims studies planned for ingestible and topical products.

Results of Operations for the three months ended September 30, 2021 and 2020

The following table summarizes ZIVO's operating results for the periods indicated)

	Quarter ended September 30,	
	2021	2020
	<i>(Restated)</i>	
Revenue:	\$	\$
Total revenue	-	-
Costs and expenses:		
Cost of goods sold		
Research and development	442,340	1,294,921
Professional Fees and Consulting Expense	527,476	1,610,931
Selling, general and administrative	736,014	458,755
Total costs and expenses	1,705,830	3,364,607
Operating loss	(1,705,830)	(3,364,607)
Other income (expense):		
Interest income		-
Other income (expense)	121,491	(138,148)
Total other income, net	121,491	(138,148)
Net loss	\$ (1,584,339)	\$ (3,502,755)

Net Sales.

We had no sales during the three months ended September 30, 2021, and in the three months ended September 30, 2020.

Cost of Sales.

We had no cost of sales during the three months ended September 30, 2021 and 2020.

General and Administrative Expenses.

General and administrative expenses were \$736,014 for the three months ended September 30, 2021, as compared to \$458,755 for the comparable prior period. The increase of approximately \$277,000 in general and administrative expense during 2021 is due primarily to the following: \$243,000 increase in salary expenses, including an increase in non-cash compensation of \$60,000, a cash compensation increase of \$24,000, and an accrued compensation increase of \$160,000, a \$22,000 increase in corporate insurance, and an increase of \$8,000 in travel.

Professional and Consulting Expenses.

Professional and consulting expenses were \$527,476 for the three months ended September 30, 2021, as compared to \$1,610,931 for the comparable prior period. The decrease of approximately \$1.1 million in professional and consulting expense during 2021 that can be attributed primarily to decreases of \$1.2 million in non-cash board of director fees, partially offset by an increase of \$78,000 for business consultants, \$53,000 for public/investor relations, and \$21,000 in accounting expenses.

Research and Development Expenses.

For the three months ended September 30, 2021, we incurred \$442,340 in research and development expenses, as compared to \$1,294,921 for the comparable period in 2020. An overall decrease in research and development costs of \$852,581 versus the prior year period. Included in this is a decrease of \$450,000 in non-cash compensation. Other non-salary related costs were \$50,000 lower than the previous period, due to lower external laboratory and consultancy costs. Additionally, Research and Development expenses during 2021 were reduced by \$350,099, which was the amount spent on research and development underlying the Participation Agreements.

Results of Operations for the nine months ended September 30, 2021, and 2020

The following table summarizes ZIVO's operating results for the periods indicated

	Nine Months ended September 30,	
	2021	2020
	<i>(Restated)</i>	
Revenue:	\$ -	\$ 20,000
Total revenue	-	20,000
Costs and expenses:	-	-
Cost of goods sold		
Research and development	1,557,010	3,307,716
Professional Fees and Consulting Expense	1,008,991	1,991,417
Selling, general and administrative	2,972,810	1,521,530
Total costs and expenses	5,538,811	6,820,663
Operating loss	(5,538,811)	(6,820,663)
Other income (expense):	-	-
Interest income	-	-
Other income (expense)	(110,156)	(411,906)
Total other income, net	(110,156)	(411,906)
Net loss	\$ (5,648,968)	\$ (7,212,568)

Net Sales.

We had no sales during the nine months ended September 30, 2021, and \$20,000 of service revenue earned in the nine months ended September 30, 2020.

Cost of Sales.

We had no cost of sales during the nine months ended September 30, 2021 and 2020.

General and Administrative Expenses.

General and administrative expenses were \$2,972,810 for the nine months ended September 30, 2021, as compared to \$1,523,530 for the comparable prior period. The increase of approximately \$1.5 million in general and administrative expense during 2021 is due primarily to the following: \$1.4 million increase in salary expenses, including an increase in non-cash compensation of \$974,000, and accrued compensation of \$182,000, a \$27,000 increase in rent and utilities, a \$66,000 increase in corporate insurance, and a \$17,000 increase in travel expenses, partially offset by a (\$14,000) reduction in personnel benefits.

Professional and Consulting Expenses.

Professional and consulting expenses were \$1,008,891 for the nine months ended September 30, 2021, as compared to \$1,991,417 for the comparable prior period. The decrease of approximately \$1.0 million in professional and consulting expense during 2021 that can be attributed to a reduction in non-cash board of director fees of \$1.2 million and lower legal fees of \$52,000, partially offset by a \$109,000 increase in investor/public relations, higher business consultant expense of \$152,000,.

Research and Development Expenses.

For the nine months ended September 30, 2021, we incurred \$1,557,010 in research and development expenses, as compared to \$3,307,716 for the comparable period in 2020. An overall reduction in research and development costs of (\$1.7) million versus the prior year period. Included in this is a decrease in non-cash salary related costs of \$1.2 million offset by a cash salary increase of \$170,000. Other non-salary related costs were also \$403,000 lower than the previous period. Included in these non-salary savings were lower R&D related travel of (\$24,000), and lower outside laboratory/consultancy costs of (\$399,000). Additionally, Research and Development expenses during 2021 were reduced by \$350,099, which was the amount spent on research and development underlying the Participation Agreements.

Statement of Cash Flows

The following table summarizes our cash flows for the nine months ended September 30, 2021 and 2020:

	Nine Months Ended September 30,		
	2021	2020	Change
Net cash used in operating activities	\$ (4,901,809)	\$ (1,686,936)	\$ (3,214,873)
Net cash used in investing activities	-	-	-
Net cash provided by financing activities	15,567,346	1,396,193	14,171,153
Net increase (decrease) in cash	\$ 10,665,536	\$ (290,743)	\$ 10,956,280

Net cash used in operating activities

During the nine months ended September 30, 2021, our operating activities used \$4,901,809 in cash, an increase of \$3,214,873 from the comparable prior period. The approximate \$3.2 million increase in cash used by operating activities was primarily attributable to the following (all of which are approximated): fewer options/warrants were issued for services, employee compensation and director fees amounting to \$1.5 million more cash used in the first nine months of 2021; working capital used \$2.8 million more cash in 2021 than 2020 (primarily a decrease in accounts payable of \$1.4 million and a \$1.3 million lower increase in deferred revenue); 2021 has a non-cash gain for the forgiveness of debt of \$121,700; these unfavorable items were partially offset by a lower level of net loss of \$1.2 million.

Net cash used by investing activities

During the nine months ended September 30, 2021, and 2020, there were no investing activities.

Net cash provided by financing activities

During the nine months ended September 30, 2021, our financing activities generated \$15,567,346, an increase of approximately \$14.2 million from the comparable prior period. The increase in cash provided by financing activities was due to the Company's June 2, 2021, public offering which netted the Company roughly \$12.2 million of cash, in July the underwriters exercised an overallotment option and purchased roughly \$670,000 of common stock net of expenses, and \$1.1 million of cash was raised from the exercise of public warrants, and higher proceeds of approximately \$1.5 million from the direct sales of common stock; these increases were partially offset by lower cash received from the lower proceeds from the exercise of warrants for cash of \$580,000, lower sales of warrants for common stock of \$480,000 and lower proceeds from notes payable of \$250,000.

Liquidity and Capital Resources

The unaudited condensed consolidated financial statements contained in this Quarterly Report have been prepared on a "going concern" basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have a near term need for additional capital. For the reasons discussed herein, there is a significant risk that we will be unable to continue as a going concern, in which case, you could suffer a total loss of your investment in our company.

As of November 11, 2021, we had a cash balance of approximately \$10,032,173. We have incurred significant net losses since inception. We have, since inception, consistently incurred negative cash flow from operations. During the nine months ended September 30, 2021, we incurred negative cash flows from operations of roughly \$4,902,000. On September 30, 2021, we had a working capital surplus of \$7,737,922 and stockholders' equity of \$7,770,629. Although, since January 1, 2021, we received net funding of \$12.8 million from the proceeds of the June 2021 Offering, \$1.1 million from the exercise of public warrants, and \$1.5 million from the direct sale of stock, we have a need for additional capital to enable the Company to achieve its strategic objectives.

Historical Capital Resources

As of September 30, 2021, our principal source of liquidity consisted of cash deposits of \$10,803,398. We anticipate that we will continue to incur losses for the foreseeable future until and unless we generate an adequate level of income from commercial sales and licensing to cover expenses.

Our source of cash, outside of product revenues, to date has been proceeds from the issuances of notes with warrants, common stock with and without warrants and loans, the terms of which are further described below. See also "—Funding Requirements and Outlook" below.

Between January 1, 2020, and June 1, 2021, we entered into direct Subscription Agreements with accredited investors pursuant to which we, in private placements, issued and sold an aggregate of 289,208 shares of the Company's common stock for gross proceeds in the amount of \$2,666,235. Additionally, we raised a net amount of \$12,181,602 from the sale of 2,760,000 common shares of stock and warrants to purchase 3,174,000 shares of common stock.

Participation Agreements

From April 13, 2020, through September 30, 2021, the Company entered into twenty-one License Co-Development Participation Agreements (the "Participation Agreements") with certain accredited investors ("Participants") for an aggregate of \$2,985,000. The Participation Agreements provide for the issuance of warrants to such Participants, and allows the Participants to participate in the fees (the "Fees") from licensing or selling bioactive ingredients or molecules derived from ZIVO's algae cultures. Specifically, ZIVO has agreed to provide to the Participants a 44.78% "Revenue Share" of all license fees generated by ZIVO from any licensee.

The Participation Agreements allow the Company the option to buy back the right, title and interest in the Revenue Share for an amount equal to the amount funded plus a forty percent (40%) premium, if the option is exercised less than 18 months following execution, and for either forty (40%) or fifty percent (50%) if the option is exercised more than 18 months following execution. Pursuant to the terms of fifteen of the Participation Agreements, the Company may not exercise its option until it has paid the Participants a revenue share equal to a minimum of thirty percent (30%) of the amount such Participant's total payment amount. Pursuant to the terms of the one of the Participation Agreements, the Company may not exercise its option until it has paid the Participant a revenue share equal to a minimum of one hundred forty percent (140%) of the amount such Participant's total payment amount. Four of the Participation Agreements have no minimum threshold payment. Once this minimum threshold is met, the Company may exercise its option by delivering written notice to a Participant of its intent to exercise the option, along with repayment terms of the amount funded, which may be paid, in the Company's sole discretion, in one lump sum or in four (4) equal quarterly payments. If the Company does not make such quarterly payments timely for any quarter, then the Company shall pay the prorated Revenue Share amount, retroactive on the entire remaining balance owed, that would have been earned during such quarter until the default payments have been made and the payment schedule is no longer in default.

Cash Exercise of Warrants

From January 1, 2020 to September 30, 2021, the Company received gross proceeds from the cash exercise of outstanding warrants for common stock in the amount of roughly 2.0 million.

Unsecured Loans

From January 1, 2020 to September 30, 2021, the Company received gross proceeds of \$312,200 in unsecured loans. As of September 30, 2021, \$-0- principal and accrued interest remained outstanding under such loans.

Funding Requirements and Outlook

At September 30, 2021, we had \$10,803,398 in cash. We estimate that we will require approximately \$10,000,000 in cash over the next 12 months in order to fund our normal operations and to fund our research and development initiatives. Our existing cash and cash equivalents will not be sufficient to fund our operating expenses without raising additional funds. To continue to fund operations, we will need to secure additional funding or take steps to reduce expenses. We may obtain additional financing in the future through the issuance of our Common Stock and securities convertible into our Common Stock, through other equity or debt financings or through collaborations or partnerships with other companies. We may not be able to raise additional capital on terms acceptable to us, or at all. Further, we may not be able to pay off or modify terms of our existing debt, and any failure to raise capital or to amend existing debt that may be due as and when needed could compromise our ability to execute on our business plan.

COVID-19 STATEMENT

The Company is carefully monitoring the effects the COVID-19 global pandemic is having on its operations. The COVID-19 pandemic and other outbreaks have resulted in and may continue to result in delays in or the suspension of product development activities, regulatory work streams, research and development activities and other important commercial functions. The Company is also dependent upon third parties for the production and growth of our proprietary algae strains. As the COVID-19 pandemic continues, the Company has experienced, and may continue to experience additional disruptions that could severely impact the business and planned trials, including:

- diversion of contract research organization ("CRO") resources away from the conduct of studies, including the diversion of available test sites supporting the conduct of clinical trials;
- changes in local regulations as part of a response to the COVID-19 which may require changes to the way in which trials are conducted and may result in unexpected costs; and
- delays in necessary interactions with academic researchers at universities, life science research labs, ethics committees and other important agencies and contractors due to limitations in employee resources or forced furlough of government employees.

Further, prolonged government disruptions, global pandemics and other natural disasters or geopolitical actions, including related to the COVID-19 pandemic, could affect the Company's ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations. Prior to the COVID-19 pandemic, the expectation was that there would be forward momentum with the production of our algal biomass, validation and purification. However, these were temporarily suspended and/or delayed, and many continue in diminished capacity.

Significant elements of income or loss not arising from our continuing operations

We do not expect to experience any significant elements of income or loss other than those arising from our continuing operation.

Off-Balance Sheet arrangements

We have no off-balance sheet arrangements that would create contingent or other forms of liability.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable for smaller reporting companies.

Item 4. Controls and Procedures (Restated)

Evaluation of Disclosure Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive and Chief Financial Officers, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, we recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do, and we necessarily were required to apply our judgment in evaluating the cost-benefit relationship of possible changes or additions to our controls and procedures.

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control over financial reporting is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer 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.

Because of its inherent limitations, internal control over financial reporting may not detect or prevent misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management utilized the criteria established in the Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to conduct an assessment of the effectiveness of our internal control over financial reporting as of September 30, 2021.

At the time of our Original Filing, our former Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2021, our disclosure controls and procedures were effective. Subsequent to the evaluation made in connection with our Original Filing, as described below, material weaknesses were identified in our internal control over financial reporting. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of September 30, 2021.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Material Weaknesses in Internal Control Over Financial Reporting

Management has determined that the Company had the following material weaknesses in its internal control over financial reporting:

Control Environment, Risk Assessment, and Monitoring

Management did not maintain appropriately designed entity-level controls impacting the control environment, risk assessment procedures, and effective monitoring controls to prevent or detect material misstatements to the consolidated financial statements. These deficiencies were attributed to: (i) lack of structure and responsibility, insufficient number of qualified resources, and inadequate oversight and accountability over the performance of controls, (ii) ineffective identification and assessment or risks impacting internal control over financial reporting, and (iii) ineffective evaluation and determination as to whether the components of internal control were present and functioning.

Control Activities and Information and Communication

These material weaknesses contributed to the following additional material weakness with certain business processes:

Management did not design and maintain effective controls over complex accounting areas and related disclosures including deferred revenue accounting. Specifically, management did not identify controls over proper review of the financial statements and the application of United States Generally Accepted Principles ("US GAAP"), relating to the accounting and classification of deferred revenue - participation agreements.

Based on the assessment and identification of the material weaknesses described above, management has concluded that, as of September 30, 2021, our internal control over financial reporting was not effective and could lead to a material misstatement of account balances or disclosures. Accordingly, management has concluded that these control deficiencies constitute material weaknesses.

However, after giving full consideration to these material weaknesses, and the additional analyses and other procedures that we performed to ensure that our consolidated financial statements included in this Amendment No.1 were prepared in accordance with U.S. GAAP, our management has concluded that our consolidated financial statements present fairly, in all material respects, our financial position, results of operations and cash flows for the periods disclosed in conformity with U.S. GAAP.

Remediation Plan

Management has been implementing and continues to implement measures designed to ensure that control deficiencies contributing to the material weaknesses are remediated, such that these controls are designed, implemented, and operating effectively. The remediation actions include:

- Developing monitoring controls and protocols that will allow us to timely assess the design and the operating effectiveness of controls over financial reporting and make necessary changes to the design of controls, if any
- Continue to hire qualified staff and outside resources to segregate key functions within our financial and information technology processes supporting our internal controls over financial reporting;
- Engaging outside resources for complex accounting matters;
- Enhancing policies and procedures to retain adequate documentary evidence for certain management review controls over certain business processes including precision of review and evidence of review procedures performed to demonstrate effective operation of such controls;
- Developing internal controls documentation, including comprehensive accounting policies and procedures over certain key financial processes and related disclosures; and

Draft position papers for all complex, non-recurring transactions.

We believe that these actions will remediate the material weaknesses identified. The material weaknesses will not be considered remediated, however, until the applicable controls operate for a sufficient period of time and management has concluded, through assessment and monitoring, that these controls are operating effectively. While there can be no assurance that our efforts will be successful, we expect that the remediation of these material weaknesses will be completed on a timely basis.

Changes in Internal Control Over Financial Reporting.

Except for the material weaknesses identified during the quarter, there was no other change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the year ended September 30, 2021, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are subject to litigation and claims arising in the ordinary course of business. We are not currently a party to any material legal proceedings, and we are not aware of any pending or threatened material legal proceeding

Item 1A. Risk Factors

Other than with respect to the material weaknesses described herein, which could further amplify our previously disclosed risks, particularly with respect to the consequences of a material weakness in internal control over financial reporting, there are no material changes from the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2020.

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

During the three months ending September 30, 2021, the Company issued no unregistered securities.

Item 3. Defaults upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment filed with the Secretary of State of the State of Nevada (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2021)
4.1	Form of Representative's Warrant (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2021)
4.2	Form of Common Stock Warrant (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2021)
10.1	Underwriting Agreement, dated May 27, 2021, by and between the Company and Maxim Group LLC, as representative of the underwriters (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2021)
10.2+	Stock Option Grant Notice and Agreement to Zivo Bioscience, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 filed with the Securities and Exchange Commission on November 15, 2021)
10.3+	Zivo Bioscience, Inc. Non-Employee Director Compensation Policy (incorporated by reference to Exhibit 10.3 filed with the Securities and Exchange Commission on November 15, 2021)
17.1	Letter of Resignation of Robert O. Rondeau, Jr. (incorporated by reference to Exhibit 17.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2021)
31.1	Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended*
31.2	Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended*
32.1	Certification of the Principal Executive Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
32.2	Certification of the Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
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101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

**Furnished herewith (all other exhibits are deemed filed)

+ Indicates management contract or compensatory plan or arrangement.

SIGNATURES

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

Date: April 20, 2022

ZIVO BIOSCIENCE, INC.

By: /s/ John Payne
John Payne
Chief Executive Officer

By: /s/ Keith Marchiando
Keith Marchiando
Chief Financial Officer

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, John Payne, certify that:

1. I have reviewed this Amendment No. 1 to Quarterly Report on Form 10-Q for the period ended September 30, 2021 of Zivo Bioscience, Inc. (the “Company”);
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(s) 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(s) 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.

Date: April 20, 2022

/s/ John Payne

Name: John Payne
Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Keith Marchiando, certify that:

1. I have reviewed this Amendment No. 1 to Quarterly Report on Form 10-Q for the period ended September 30, 2021 of Zivo Bioscience, Inc. (the "Company");
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(s) 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(s) 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.

Date: April 20, 2022

/s/ Keith Marchiando
Name: Keith Marchiando
Title: Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with Amendment No. 1 to the Quarterly Report of Zivo Bioscience, Inc., a Nevada corporation (the "Company"), on Form 10-Q for the period ended September 30, 2021 as filed with the Securities and Exchange Commission (the "Report"), I, John Payne, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John Payne

John Payne
Chief Executive Officer

Dated: April 20, 2022

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with Amendment No. 1 to the Quarterly Report of Zivo Bioscience, Inc., a Nevada corporation (the "Company"), on Form 10-Q for the period ended September 30, 2021 as filed with the Securities and Exchange Commission (the "Report"), I, Keith Marchiando, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350), that to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Keith Marchiando
Keith Marchiando
Chief Financial Officer

Dated: April 20, 2022