

**ISSUER INFORMATION AND DISCLOSURE STATEMENT PURSUANT  
TO  
RULE 15c2-11**

**SECURITIES EXCHANGE ACT OF 1934**

**SYLIOS CORP**

**DATED: March 29, 2016**

**CUSIP NUMBER: 871324 109 (formerly 90345C 207)**

**ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF US NATURAL GAS CORP (“COMPANY”) IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.**

**NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.**

**DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.**

**INFORMATION AND DISCLOSURE STATEMENT**

*All information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in that rule.*

## **Part A      General Company Information**

### **Item 1:      The exact name of the issuer and its predecessor (if any)**

The Company's name is Sylios Corp (f/k/a US Natural Gas Corp and Adventure Energy, Inc.).

### **Item 2:      The address of the issuer's principal executive offices**

735 Arlington Ave N.

Suite 308

St. Petersburg, FL 33701

<http://www.sylios.com>

Investor Relations Contact: Wayne Anderson (727) 821-6200

### **Item 3:      The jurisdiction(s) and date of the issuers' incorporation or organization**

The Company was organized under the laws of the State of Florida on March 28, 2008.

## **Part B      Share Structure**

### **Item 4:      The exact title and class of securities outstanding**

The Company has one class of capital stock consisting of 9,000,000,000 authorized shares of Common Stock of which 7,408,757,083 are issued and outstanding as of December 31, 2015. The Company's trading symbol and CUSIP number are UNGS and 871324 109 (formerly 90345C 207), respectively.

On November 24, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 5,000,000,000 to 9,000,000,000. No changes were made to the Company's Preferred share structure.

On August 21, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 2,000,000,000 to 5,000,000,000. No changes were made to the Company's Preferred share structure.

On August 12, 2013, the Company effectively completed a 1:300 reverse stock split of its common stock.

On July 19, 2013, the Company filed an Amendment to its articles of Incorporation reducing the Authorized number of common shares from 9,000,000,000 to 2,000,000,000 and to effectively reduce the number of common shares outstanding through a 1:300 reverse stock split.

**Item 5: Par or stated value and description of the security**

The Common Stock has a par value of \$.001. The Common Stock has a one share one vote right with future rights to dividends.

**Preferred Stock:**

On April 14, 2011, the Board of Directors unanimously approved the designation of a series of preferred stock to be known as "Series C Preferred Stock". The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series C Preferred Stock shall be as hereinafter described. The holders of Series C Preferred Stock shall not be entitled to receive dividends nor shall dividends be paid on common stock or any other Series Preferred Stock while Series C Preferred shares are outstanding. The holders of Series C Preferred Stock shall be entitled to vote on all matters submitted to a vote of the Shareholders of the Company and shall have such number of votes equal to the number of shares of Series C Preferred Stock held on a forty votes per one share basis. Upon the availability of a sufficient number of authorized but unissued and unreserved shares of common stock, the holders of Series C Preferred Stock may at their election convert such shares in to fully paid and non-assessable shares of common stock at the rate of forty shares of common stock for each share of series C Preferred Stock. The Board of directors of the Company, pursuant to authority granted in the Articles of Incorporation, created a series of preferred stock designated as Series C Preferred Stock (the "Series C Preferred Stock") with a stated value of \$0.001 per share. The number of authorized shares constituting the Series C Preferred Stock was One Million (1,000,000) shares. At December 31, 2015, there are 0 shares issued and outstanding, respectively.

On September 2, 2009, the Board of Directors unanimously approved the designation of a series of preferred stock to be known as "Series A Preferred Stock". The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A Preferred Stock shall be as hereinafter described. The holders of Series A Preferred Stock shall not be entitled to receive dividends nor shall dividends be paid on common stock or any other Series Preferred Stock while Series A Preferred shares are outstanding. The holders of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the Shareholders of the Company and shall have such number of votes equal to the number of shares of Series A Preferred Stock held on a one per one share basis. Upon the availability of a sufficient number of authorized but unissued and unreserved shares of common stock, the holders of any Series A Preferred Stock shall be entitled to convert such shares in to fully paid and non-assessable shares of common stock at the rate of 7.8 shares of common stock for each share of Series A Preferred Stock only if the Company has failed to satisfy all financial obligations by the designated time inclusive of the cure period. The Board of Directors of the Company, pursuant to authority granted in the Articles of Incorporation, created a series of preferred stock designated as Series A Preferred Stock (the "Series A Preferred Stock") with a stated value of \$0.001 per share. The number of authorized shares constituting the Series A Preferred Stock was Three Million (3,000,000) shares. At December 31, 2015, there are 1,000,000 shares issued and outstanding.

On September 2, 2009, the Board of Directors unanimously approved the designation of a series of preferred stock to be known as "Series B Preferred Stock". The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series B Preferred Stock shall be as hereinafter described. The holders of

Series B Preferred Stock shall not be entitled to receive dividends. The holders of Series B Preferred Stock shall not be entitled to vote on any matters submitted to a vote of the Shareholders of the Company. Upon the availability of a sufficient number of authorized but unissued and unreserved shares of common stock, the holders of Series B Preferred Stock may at their election convert such shares in to fully paid and non-assessable shares of common stock at the rate of ten shares of common stock for each share of series B Preferred Stock. The Board of Directors of the Company, pursuant to authority granted in the Articles of Incorporation, created a series of preferred stock designated as Series B Preferred Stock (the "Series B Preferred Stock") with a stated value of \$0.001 per share. The number of authorized shares constituting the Series B Preferred Stock was Two Million (2,000,000) shares. At December 31, 2015, there are 0 shares issued and outstanding.

1. The form of organization of the issuer (e.g.. corporation, partnership, limited liability company, etc.):

The organizational form of the issuer is a Corporation.

2. The year the issuer (or any predecessor) was organized

The issuer was organized in 2008.

3. The issuer's fiscal year end date

The issuers' fiscal year end date is December 31st.

4. Whether the issuer has been in bankruptcy, receivership or any similar proceeding

The issuer has never been in bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets

On July 31, 2014, the Company and Bayport International Holdings, Inc. ("Bayport") closed on the Asset Purchase Agreement entered into between the companies on July 9, 2014. Included within the assets sold by the Company were certain leases covering mineral rights, oil and natural gas wells, certain right of ways and ancillary facilities constructed by the Company for the delivery of natural gas in West Virginia. In addition, all of the outstanding shares of common stock of E 3 Petroleum Corp were included within the transaction.

At Closing, Bayport remitted the required funds as per the Asset Purchase Agreement and issued to the Company three Notes with varying maturity dates. (See Note F-NOTES RECEIVABLE of the Company's Annual Report). Future receivables under this Asset Purchase Agreement are doubtful.

On May 28, 2010, the Company received notification from the appropriate state agencies that the acquisition of Wilon Resources by the Company was effective. On June 3, 2010, final approval was given by FINRA for the share exchange between the Company and Wilon Resources. The Company issued one share of common stock for each share of Wilon stock outstanding (49,207,973 shares) plus one warrant to

purchase an additional share exercisable for a period of 5 years from the issue date. In July 2010, the Company canceled 1,000,000 shares of common stock relating to the Wilon acquisition. These shares were owned by the Company. The Company's common stock at June 3, 2010 had a value of \$.035 per share making the acquisition price \$1,687,279.

The Company accounted for the business combination using the purchase method. The estimated fair market value of Wilon's net assets (assets less liabilities) was recorded at the value of the acquisition price of \$1,687,279. Management reduced its original estimate of the fair market value. This reduction in the estimate had no effect on the recorded amount of the transaction as the excess fair market value over the acquisition price reduced the recorded value of oil and gas properties and equipment. The oil and gas properties consist of 115 natural gas wells, 12,000 acres of mineral rights leases and the gathering system interconnecting the wells. The Company intends to retain a third party to complete a Reserve Report covering the 12,000 acres located in Wayne County, West Virginia substantiating proven and unproven wells. The estimates used by the Company in recording the acquisition could change significantly pending the valuation results of the third party.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangements requiring the issuers to make payments

From time to time, we may be a defendant and plaintiff in various legal proceedings arising in the normal course of our business. We are currently not a party to any material pending legal proceedings or government actions, including any bankruptcy, receivership, or similar proceedings. In addition, management is not aware of any known litigation or liabilities involving the operators of our properties that could affect our operations. Should any liabilities be incurred in the future, they will be accrued based on management's best estimate of the potential loss. As such, there is no adverse effect on our consolidated financial position, results of operations or cash flow at this time. Furthermore, management of the Company does not believe that there are any proceedings to which any director, officer, or affiliate of the Company, any owner of record of the beneficially or more than five percent of the common stock of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or has a material interest adverse to the Company.

7. Any change of control

None

8. Any increase of 10% or more of the same class of outstanding equity securities?

On November 24, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 5,000,000,000 to 9,000,000,000. No changes were made to the Company's Preferred share structure.

On August 21, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 2,000,000,000 to 5,000,000,000. No changes were made to the Company's Preferred share structure.

On August 12, 2013, the Company effectively completed a 1:300 reverse stock split of its common stock

On July 19, 2013, the Company filed an Amendment to its articles of Incorporation reducing the Authorized number of common shares from 9,000,000,000 to 2,000,000,000 and to effectively reduce the number of common shares outstanding through a 1:300 reverse stock split.

On July 5, 2013, the Board of Directors authorized and shareholders holding a majority of our outstanding voting capital stock (the "Majority Shareholders") of Sylios Corp (the "Company") have approved an amendment to the Articles of Incorporation (the "Amendment") which was filed with the Secretary of State of Florida. Pursuant to the Amendment, the Company decreased its authorized capital to authorize the issuance of 2,000,000,000 shares of common stock, par value \$0.001.

On November 26, 2012, the Board of Directors authorized and shareholders holding a majority of our outstanding voting capital stock (the "Majority Shareholders") of Sylios Corp (the "Company") have approved an amendment to the Articles of Incorporation (the "Amendment") which was filed with the Secretary of State of Florida. Pursuant to the Amendment, the Company increased its authorized capital to authorize the issuance of 9,000,000,000 shares of common stock, par value \$0.001.

On May 8, 2012, the Board of Directors authorized and shareholders holding a majority of our outstanding voting capital stock (the "Majority Shareholders") of Sylios Corp (the "Company") have approved an amendment to the Articles of Incorporation (the "Amendment") which was filed with the Secretary of State of Florida. Pursuant to the Amendment, the Company increased its authorized capital to authorize the issuance of 3,600,000,000 shares of common stock, par value \$0.001.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization

On October 30, 2015, the Company filed an Amendment to its Articles of Incorporation, to become effective on October 30, 2015, to effectively rescind the previously filed Amendment dated October 1, 2015 whereby the Company's common stock was reversed on a 1:500 ratio and the number of shares of Authorized common stock was reduced from 9 Billion to 4 Billion. Upon the effectiveness of the October 30, 2015 Amendment, shareholders will hold the same number of shares as prior to the filing of the October 1, 2015 Amendment, effectively no reverse split. The number of shares of Authorized common stock shall remain at 9 Billion.

On October 30, 2015, the Company notified the Financial Industry Regulatory Authority ("FINRA") of its decision to rescind the proposed reverse stock split of the Company's common stock and reduction in the number of Authorized shares of common stock.

On October 29, 2015, the Company's Board of Directors voted to rescind the proposed reverse stock split of the Company's common stock and reduction in the number of Authorized shares of common stock.

On September 30, 2015, the Company's Board of Directors voted to implement a reverse stock split of the Company's common stock and to reduce the number of Authorized shares of common stock.

On April 14, 2014, the Company filed an Amendment to its Articles of Incorporation with the State of Florida Division of Corporations for a name change to Sylios Corp. On April 25, 2014, the Company filed the appropriate documentation with the Financial Industry Regulatory Authority ("FINRA") to effectively change the name of the publicly traded entity from US Natural Gas Corp to Sylios Corp. The name change was effective on June 20, 2014. The Company's new Cusip number associated with the name change is 871324 109.

On November 24, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 5,000,000,000 to 9,000,000,000. No changes were made to the Company's Preferred share structure.

On August 21, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 2,000,000,000 to 5,000,000,000. No changes were made to the Company's Preferred share structure.

On August 12, 2013, the Company effectively completed a 1:300 reverse stock split of its common stock.

On July 19, 2013, the Company filed an Amendment to its articles of Incorporation reducing the Authorized number of common shares from 9,000,000,000 to 2,000,000,000 and to effectively reduce the number of common shares outstanding through a 1:300 reverse stock split.

On May 28, 2010, the Company received notification from the appropriate state agencies that the acquisition of Wilon Resources by the Company was effective. On June 3, 2010, final approval was given by FINRA for the share exchange between the Company and Wilon Resources. The Company issued one share of common stock for each share of Wilon stock outstanding (49,207,973 shares) plus one warrant to purchase an additional share exercisable for a period of 5 years from the issue date. In July 2010, the Company canceled 1,000,000 shares of common stock relating to the Wilon acquisition. These shares were owned by the Company. The Company's common stock at June 3, 2010 had a value of \$.035 per share making the acquisition price \$1,687,279.

The Company accounted for the business combination using the purchase method. The estimated fair market value of Wilon's net assets (assets less liabilities) was recorded at the value of the acquisition price of \$1,687,279. Management reduced its original estimate of the fair market value. This reduction in the estimate had no effect on the recorded amount of the transaction as the excess fair market value over the acquisition price reduced the recorded value of oil and gas properties and equipment. The oil and gas properties consist of 115 natural gas wells, 12,000 acres of mineral rights leases and the gathering system interconnecting the wells. The Company intends to retain a third party to complete a Reserve Report covering the 12,000 acres located in Wayne County, West Virginia substantiating proven and unproven wells. The estimates used by the Company in recording the acquisition could change significantly pending the valuation results of the third party.

10. Any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board

There has not been any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal's parties, the nature and current status of the matter, and the amounts involved

From time to time, we may be a defendant and plaintiff in various legal proceedings arising in the normal course of our business. We are currently not a party to any material pending legal proceedings or government actions, including any bankruptcy, receivership, or similar proceedings. In addition, management is not aware of any known litigation or liabilities involving the operators of our properties that could affect our operations. Should any liabilities be incurred in the future, they will be accrued based on management's best estimate of the potential loss. As such, there is no adverse effect on our consolidated financial position, results of operations or cash flow at this time. Furthermore, management of the Company does not believe that there are any proceedings to which any director, officer, or affiliate of the Company, any owner of record of the beneficially or more than five percent of the common stock of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or has a material interest adverse to the Company.



**Item 6: Business of Issuer**

Sylios Corp (f/k/a US Natural Gas Corp and Adventure Energy, Inc.) ("Sylios", the "Company", "we", "us", or "our") was organized as a Florida Corporation on March 28, 2008 under the name of Adventure Energy, Inc.

Sylios Corp is a holding corporation, which through its subsidiaries, has operations engaged in the exploration and development oil and natural gas properties, investments in equities and corporate debt, site specific real estate development and the development of products utilized for the medical and recreational marijuana industry.

Our operations are currently divided amongst five wholly owned subsidiaries, US Natural Gas Corp KY ("KY"), US Natural Gas Corp WV ("WV") (formerly Wilon Resources, Inc.), E 2 Investments, LLC ("E2"), The Greater Cannabis Company, LLC ("GCC") and Bud Bank, LLC ("BB").

Our primary SIC code is 1311. The Company is not now and has never been a shell.

**Item 7: The nature of the products and services offered**

**US Natural Gas Corp WV:**

US Natural Gas Corp WV's ("WV") operations were based in Wayne County, West Virginia and primarily concentrated on the production of commercially viable natural gas. On July 31, 2014, the Company and Bayport International Holdings, Inc. ("Bayport") closed on the Asset Purchase Agreement entered into between the companies on July 9, 2014. Included within the assets sold by the Company were certain leases covering mineral rights, oil and natural gas wells, certain right of ways and ancillary facilities constructed by the Company for the delivery of natural gas in West Virginia. Upon completion of the transaction with Bayport, the Company had no remaining leases, wells or activity in West Virginia.

**US Natural Gas Corp KY:**

US Natural Gas Corp KY ("KY"), a wholly owned subsidiary, concentrates on oil producing activities mainly in the counties of Green, Hart, Adair, Russell, Edmonson, and Monroe in Kentucky where the Company has approximately 4600 acres under lease. On average, KY maintains a 95% working interest and 83% net revenue interest in each well. To date, KY has 19 wells under bond of which 9 are currently producing commercially viable crude with minimal revenue.

On December 18, 2015, the Company reached terms to acquire additional royalty interests in three producing wells located in Tennessee. The Company has also agreed to purchase a royalty interest in a newly drilled well located in Overton County, TN in the event the well is successful in delivering crude.

On September 16, 2015, the Company entered into an Agreement to purchase royalties in the Jerry Green 7-3-TW and James Pharis K-1 oil wells located in Fentress County, Tennessee and Cumberland County, Kentucky, respectively. Upon the terms of the Agreement, the Company will receive one hundred percent of the payments from production due to the Operator until a defined financial benefit is received, thereafter the Company shall maintain a fifteen percent (15%) and five percent (5%) royalty, respectively.

On September 5, 2012, the Company entered into an Asset Purchase Agreement with Madison Brothers Investments, LLC for the sale of certain oil producing assets located in Edmonson County, Kentucky. These assets have been previously referred to as the "Pine Grove Project" throughout the Company's previous press releases and filings with the Securities and Exchange Commission. Under the terms, the Company is to convey via deed, assignment, and/or transfer, twenty five equipped oil wells, two water injection wells, and five oil and gas leases. The 182 acres of mineral rights purchased by the Company in the Purchase transaction were sold to a non-affiliate third party in a separate transaction. The transaction was finalized and fully funded on September 13, 2012. Terms of the transactions were not disclosed.

In July 2011, the Company announced the initiation of a new natural gas development project in Whitley County, Kentucky. To date, the Company has acquired two wells capable of producing natural gas and is in discussions to acquire five to seven additional wells. The Company has reached an agreement with Magnum Hunter Production for the transmission of the Company's produced natural gas to its sales point. The Company has elected to place any further development of these leaseholds until natural gas pricing improves.

Our business strategy is to economically increase reserves, production, and the sale of natural gas and oil from existing and acquired properties in the Appalachian Basin and elsewhere, in order to maximize shareholders' return over the long term. Our strategic location in Kentucky enables us to actively pursue the acquisition and development of producing properties in that area that will enhance our revenue base without proportional increases in overhead costs.

We expect to generate long-term reserve and production growth through drilling activities and further acquisitions. We believe that our management's experience and expertise will enable us to identify, evaluate, and develop natural gas projects.

We have acquired and intend to acquire additional producing oil and gas property rights where we believe significant additional value can be created. Our Management is primarily interested in developmental properties where some combination of these factors exist: (1) opportunities for long production life with stable production levels; (2) geological formations with multiple producing horizons; (3) substantial exploitation potential; and (4) relatively low capital investment production costs.

**E 2 Investments, LLC:**

E 2 Investments, LLC ("E2") is a wholly owned subsidiary which manages the Company's alternative investments through a variety of avenues:

- Buying and selling of domestic equities
- Purchase of third party debt issued by publicly traded entities
- Purchase of mineral rights
- Direct Stock Purchase participation with other publicly traded entities
- Consulting capacity
- Direct funding to small and microcap companies through the issuance of debentures

**The Greater Cannabis Company, LLC:**

Formed in March 2014, The Greater Cannabis Company, LLC ("GCC") is the Company's operating subsidiary for its recently launched operations in the medical and recreational marijuana market. The Company will look to represent a line of premier products through licensing agreements, development, acquisitions and joint ventures. The Company will launch an online superstore for marijuana related accessories under the name of GCC Superstore.

During 2014, GCC entered into a U.S. based licensing agreement with Artemis Dispensing Technologies for the development and resell of its automated dispensing product. Under the collaboration and license agreement, Artemis will be responsible for the continued development and completion of the automated dispensing product. Upon launch and sales of the product, Artemis will be responsible for the installation, training and customer support for the hardware and software. The Company will be responsible for direct sales, addition of key distributors and sub-licensing of specific territories within the U.S.

**Bud Bank, LLC:**

Formed in July 2014, Bud Bank, LLC ("BB") is dedicated solely to the Company's new automated cannabis dispensing product. Through the licensing agreement entered into between The Greater Cannabis Company, LLC and Artemis Dispensing Technologies, a new automated cannabis dispensing product is in development to be branded under the name Bud Bank.

**Item 8: The nature and Extent of the Issuer's Facilities**

The business is based in St. Petersburg, FL and is operated from an office located at 735 Arlington Ave N, Suite 308, St. Petersburg, FL 33701.

**Part C Management Structure and Financial Information**

**Item 9:**

**A. The name of the chief executive officer, members of the board of directors, as well as control persons**

The business address for each of the below listed individuals is 735 Arlington Ave N, Suite 308, St. Petersburg, FL 33701.

Wayne Anderson – President and Chairman of the Board of the Directors

Wayne Anderson has served as the President and Chairman of the Board of US Natural Gas since the incorporation of the company, under the name of Adventure Energy, Inc., in March 2008. Prior to founding Adventure Energy, Wayne Anderson acted as the Managing Member and a founding partner of Around the Clock Trading & Capital Management, LLC, an investment management company, and the General Partner of Around the Clock Partners, LP from January 2000 through 2008. Through the fund Around the Clock Partners, LP, Mr. Anderson has made significant key investments within the natural resources sector.

Mr. Anderson has been a vital source in negotiating and executing transactions for several small to mid-sized companies. From June 1997 through December 1999, Mr. Anderson was a proprietary equities trader. Mr. Anderson practiced as a Podiatric physician from May 1993 through June 1997. Mr. Anderson studied biology at the University of Georgia from 1984 to 1987 and then attended the Temple University School of Podiatric Medicine (formerly the Pennsylvania College of Podiatric Medicine) where he received a doctorate of podiatric medicine (DPM) in 1991.

Mr. Anderson is compensated \$221,767.00 per year.

**B. Legal/Disciplinary History**

None of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state

securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

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

**C. Family Relationships**

None.

**D. Disclosure of Related Party Transactions**

None.

**E. Disclosure of Conflicts of Interest**

None

**Item 10: Financial information for the issuer's most recent two fiscal years**

The financial statements for the most recent two fiscal years have been posted in the Company's unaudited 2014 and 2015 Annual Reports.

**Item 11: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence**

The financial statements for the most recent two fiscal years have been posted in the Company's unaudited 2014 and 2015 Annual Reports.

**Item 12: Beneficial Owners**

<b>Name of Beneficial Owner (1)</b>	<b>Common Stock Beneficially Owned</b>	<b>% of Common Stock</b>
Wayne Anderson (2)	840,025,128	11.338 %
Officers and Directors as a Group	840,025,128	11.338 %

(1) Beneficial Ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options, warrants, or convertible debt currently exercisable or convertible, or exercisable or convertible within 60 days of March 29, 2016 are deemed outstanding for computing the percentage of the person holding such option or warrant but are not deemed outstanding for computing the percentage of any other person. Percentages are based on a total of shares of common stock outstanding on March 29, 2016, and the shares issuable upon the exercise of options, warrants exercisable, and debt convertible on or within 60 days of March 29, 2016.

(2) The address for each Beneficial Owner shown above is 735 Arlington Ave N., Suite 308, St. Petersburg, FL 33701.

**Item 13: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure**

Counsel – James R Scheltema, LLC  
1311 E. La Rua Street  
Pensacola, FL 32501  
Telephone (850) 723-7496

Accountant – JDDA CPA, LLC  
1324 Lexington Ave, Suite 113  
New York, NY 10128  
Telephone (404) 826-3902

Transfer Agent-Olde Monmouth Stock Transfer  
200 Memorial Parkway  
Atlantic Highlands, NJ  
Telephone (732) 872-2727  
Fax (732) 872-2728  
*\*\*\* Olde Monmouth Stock Transfer is registered under the Exchange Act*

**Item 14: Management's Discussion and Analysis or Plan of Operation**

**Plan of Operation**

We began operations on March 28, 2008 and are engaged in the oil and natural gas industry focusing on exploration, development, and production. We operate oil and gas wells in which we own the majority of the working interest, and are presently re-working and completing oil wells on our current leaseholds in Kentucky. We maintain leaseholds covering approximately 4,600 acres in South Central Kentucky and are presently expanding our leasehold interests. Our first revenue from production was generated in July 2009. The Company has incurred losses of \$9,578,627 for the period March 28, 2008 (inception) through December 31, 2015 and has negative working capital balance aggregating \$1,891,516. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Our Kentucky properties, operated by our wholly owned subsidiary US Natural Gas Corp KY ("KY"), are focused in the South Central region of the state encompassing the counties of Allen, Monroe, Metcalfe, Green, Hart, Adair, Edmonson and Barren. We currently have the majority Working Interest in 16 oil wells of which 9 are currently in production.

We also maintain the majority Working Interest in 3 previously producing natural gas wells in Kentucky. One well located in Eastern Kentucky is currently shut-in due to issues with the receiving transmission pipeline. We anticipate that if we elect to expand our operations in this region, we can satisfactorily resolve this issue and place this well back into production. We have reached an agreement with Magnum Hunter for the transmission of natural gas produced from our two natural gas producing wells located in Whitley County, Kentucky. We maintain a majority working interest in each of these wells. Prior to placing these wells into

production, we will need to complete the laying of a 1 ¼" extension of our gathering system to a tap into Magnum Hunter's line.

We expect to generate long-term reserve and production growth through drilling activities, re-entry and completion projects, and further acquisitions. We believe that our management's experience and expertise will enable it to identify, evaluate, and develop our oil and natural gas projects.

We continue to seek to identify oil and natural gas wells for possible acquisition. However, there can be no assurance that we will be able to enter into agreements for the acquisition of these oil wells upon terms that are satisfactory to the Company.

We expect to generate long-term reserve and production growth through drilling activities, re-entry and completion projects, and further acquisitions. We believe that our management's experience and expertise will enable us to identify, evaluate, and develop oil and natural gas projects.

Since the Company's formation in 2008, we have formed three additional operational subsidiaries.

1. **E 2 Investments, LLC** ("E2") is a wholly owned subsidiary which manages the Company's alternative investments through a variety of avenues:

- a. Buying and selling of domestic equities
- b. Purchase of third party debt issued by publicly traded entities
- c. Purchase of mineral rights
- d. Direct Stock Purchase participation with other publicly traded entities
- e. Consulting capacity
- f. Direct funding to small and microcap companies through the issuance of debentures

2. Formed in March 2014, **The Greater Cannabis Company, LLC** ("GCC") is the Company's operating subsidiary for its recently launched operations in the medical and recreational marijuana market. The Company will look to represent a line of premier products through licensing agreements, development, acquisitions and joint ventures. The Company will launch an online superstore for marijuana related accessories under the name of GCC Superstore.

3. Formed in July 2014, **Bud Bank, LLC** ("BB") is dedicated solely to the Company's new automated cannabis dispensing product. Through the licensing agreement entered into between The Greater Cannabis Company, LLC and Artemis Dispensing Technologies, a new automated cannabis dispensing product is in development to be branded under the name Bud Bank.

**Item 15: List of securities offerings and shares issued for services in the past two years**

Please see NOTE L-Common Stock Issuance/Warrants of the Company's unaudited December 31, 2015 Annual Report filed with OTC Markets ([www.otcmarkets.com](http://www.otcmarkets.com)).

**Item 16: Material Contracts**

The Company has no material contracts that will be required of or performed by them that are not in the normal course of business.

**Item 17: Articles of Incorporation and Bylaws**

Please see "Recent Developments" of the Company's unaudited December 31, 2015 Annual Report filed with OTC Markets. The Company's original and amended Articles of Incorporation and Bylaws can be found on the Florida Secretary of State Division of Corporation's website at [www.sunbiz.org](http://www.sunbiz.org).

**Item 18: Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

Year to date, the Company has reacquired 586,799,722 shares of its issued and outstanding common stock.

On May 21, 2015, the Board of Directors of the Company voted, at the request of Management, and approved an increase and extension to the January 1, 2011 Stock Repurchase Plan. The Company was previously authorized to repurchase up to Two Hundred Fifty Thousand No/100 Dollars (\$250,000) of its common stock in the open market or in privately negotiated transactions. The Company is now authorized to repurchase up to Five Hundred Thousand and NO/100 Dollars (\$500,000) for a period of two years from the date of the May 21, 2015 resolution. The repurchase program will be funded by the Company's available cash and may be commenced or suspended at any time or from time to time. The plan will continue as long as periodic management reviews determine it to be fiscally feasible and may be discontinued at any time.

On January 11, 2011, the Company's Board of Directors approved a share repurchase plan. Under terms of the plan, the Company is authorized to repurchase up to an aggregate of \$250,000 of its common stock over the next 12 months. Acquisitions of stock under the repurchase plan will be made from time to time at prices prevailing in the open market or in privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The repurchase program will be funded by the Company's available cash and may be commenced or suspended at any time or from time to time. The plan will continue as long as periodic management reviews determine it to be fiscally feasible and may be discontinued at any time.



**Item 19: Issuers Certifications**

I, Wayne Anderson, certify that:

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

Date: March 29, 2016



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Name: Wayne Anderson  
Title: President/Chairman